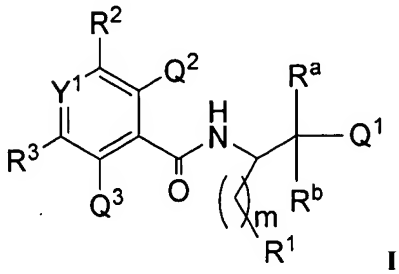
Listing of Claims

The listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A compound of formula (I):



I

wherein

Y^1 is CH or N;

Q^1 is ~~selected from the group consisting of~~

~~(1) –OH, and~~

~~(2) $–NH_2$~~;

Q^2 and Q^3 independently selected from the group consisting of

(1) hydrogen, and

(2) halogen;

R^a is ~~selected from the group consisting of~~

~~(1)~~ hydrogen,

~~(2) C_{1-10} alkyl, wherein said alkyl is unsubstituted or substituted with one or more fluoro, and~~

~~(3) C_{3-8} cycloalkyl~~;

R^b is selected from the group consisting of

(1) hydrogen, and

(2) $–C_{1-10}$ alkyl,

~~(3) C_{1-3} alkyl-aryl, wherein said aryl is selected from the group consisting of phenyl and naphthyl,~~

~~(4) C_{3-8} cycloalkyl,~~

~~wherein said cycloalkyl, alkyl and aryl are is unsubstituted or substituted with one or more~~

~~(a) halo,~~

~~(b) OH,~~

~~(c) CN,~~

~~(d) O C_{1-10} alkyl,~~

(3) ~~(5)~~ $-(CH_2)_n-NR^cR^d$ wherein R^c and R^d are selected from the group consisting of hydrogen and C_{1-10} alkyl, and n is 2, 3 or 4, and

(4) ~~(6)~~ $-(CH_2)_{n'}-O-R^e$, wherein R^e is selected from the group consisting of

(a) C_{1-10} alkyl,

(b) $-C_{0-3}$ alkyl-aryl, wherein said aryl is selected from the group consisting of phenyl and naphthyl,

wherein said alkyl and aryl are unsubstituted or substituted with one or more

(i) halo,

(ii) –OH,

(iii) –CN,

(iv) $-O-C_{1-10}$ alkyl,

and n' is 1, 2, 3 or 4;

m is 1 or 2;

R^1 is (1) aryl selected from the group consisting of phenyl and napthyl, or

(2) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

(3) $-C_{1-10}$ alkyl, and

(4) $-C_{3-8}$ cycloalkyl,

wherein said aryl, heteroaryl, alkyl and cycloalkyl is unsubstituted or substituted with one or more

(a) halo,

(b) –OH,

(c) –CN,
(d) –O–C_{1-10} alkyl,
(e) –C_{1-10} alkyl,
(f) –C_{3-8} cycloalkyl,
(g) aryl selected from the group consisting of phenyl and napthyl, or
(h) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl;

R^2 is selected from the group consisting of:
(1) (R^4-SO_2)N(R^7)-, wherein R^4 is
(a) -C_{1-10} alkyl,
(b) –C_{3-8} cycloalkyl,
wherein said alkyl and cycloalkyl is unsubstituted or substituted with one or more
(i) halo,
(ii) –OH,
(iii) –CN,
(iv) –O-C_{1-10} alkyl,
(v) -C_{1-10} alkyl,
(vi) –C_{3-8} cycloalkyl,
(vii) aryl selected from the group consisting of phenyl and napthyl, or
(viii) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl;

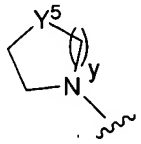
and said aryl and heteroaryl is unsubstituted or substituted with one or more
(A) halo,
(B) –OH,
(C) –CN,
(D) –O-C_{1-10} alkyl,
(E) –C_{3-8} cycloalkyl, or

(F) -C_{1-10} alkyl,

(c) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein said heteroaryl is unsubstituted or substituted with one or more
(i) halo,
(ii) –OH,
(iii) –CN,
(iv) –O-C_{1-10} alkyl,
(v) –C_{3-8} cycloalkyl, or
(vi) -C_{1-10} alkyl,

(d) –$(CH_2)_x$-NR^fRg wherein R^f and Rg are selected from the group consisting of hydrogen and C_{1-10} alkyl, and x is 0, 1, 2, 3 or 4, or R^f and Rg, together with the nitrogen atom to which they are attached form the group



wherein y is 1 or 2, Y^5 is –CHR^{21}, –O– or NR^{21}, wherein R^{21} is selected from the group consisting of;
(i) hydrogen, and
(ii) C_{1-10} alkyl,
wherein said alkyl is unsubstituted or substituted with one or more
(A) halo,
(B) –OH,
(C) –CN,
(D) –O–C_{1-10} alkyl, or
(E) –C_{3-8} cycloalkyl;

R^7 is selected from the group consisting of

(a) hydrogen, and

(b) $-C_{1-10}$ alkyl,

(c) aryl selected from the group consisting of phenyl and napthyl, or

(d) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl

wherein said alkyl, aryl and heteroaryl is unsubstituted or substituted with one or more

(i) halo,

(ii) –OH,

(iii) –CN,

(iv) $-O-C_{1-10}$ alkyl,

(v) $-C_{3-8}$ cycloalkyl,

(vi) aryl selected from the group consisting of phenyl and napthyl, or

(vii) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein said cycloalkyl, aryl or heteroaryl is unsubstituted or substituted with one or more

(A) halo,

(B) –OH,

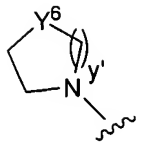
(C) –CN,

(D) $-O-C_{1-10}$ alkyl,

(E) $-C_{3-8}$ cycloalkyl, or

(F) aryl selected from the group consisting of phenyl and napthyl;

(e) $-(CH_2)_{y'}-NR^hR^i$ wherein R^h and R^i are selected from the group consisting of hydrogen and C_{1-10} alkyl, and y' is 1, 2, 3 or 4, or or R^h and R^i, together with the nitrogen atom to which they are attached from the group



wherein y' is 1 or 2, Y^6 is $-CHR^{22}$, –O– or NR^{22}, wherein R^{22} is selected from the group consisting of;

(i) hydrogen, and

(ii) C_{1-10} alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

(A) halo,

(B) –OH,

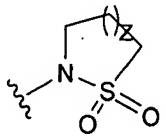
(C) –CN,

(D) –O–C_{1-10} alkyl, or

(E) –C_{3-8} cycloalkyl,

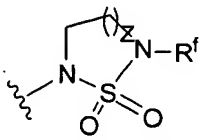
or R^4 and R^7 are linked together to form the group

(a)



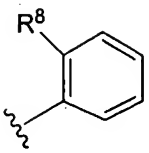
wherein z is 1, 2 or 3; or

(b)



wherein z is 1, 2 or 3

(2)



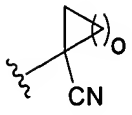
wherein R^8 is selected from the group consisting of

(a) –CN,

(b) hydrogen, and

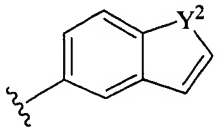
(c) tetrazolyl;

(3)



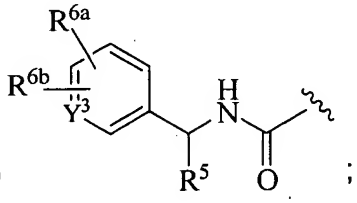
wherein o is 1, 2, 3 or 4; and

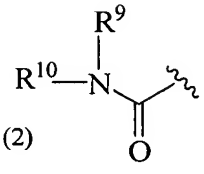
(4)

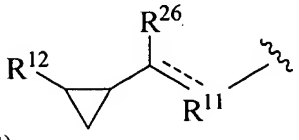


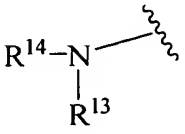
wherein Y^2 is –NH=CH- or –CH=NH-;

R^3 is selected from the group consisting of

(1)  ;

(2)  ;

(3)  ; and

(4) 

wherein Y^3 is CR^{6c} or N;

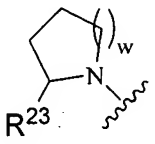
R^5 is C_{1-10} alkyl or C_{1-2} perfluoroalkyl;

R^{6a}, R^{6b}, and R^{6c} are independently selected from the group consisting of:

(1) hydrogen,

(2) halo,
(3) $-C_{1-10}$ alkyl,
(4) –OH,
(5) –CN,
(6) $-C_{3-8}$ cycloalkyl, and
(7) $-O-C_{1-10}$ alkyl;

R^9 and R^{10} are independently selected from the group consisting of
(1) hydrogen,
(2) $-C_{1-10}$ alkyl, and
(3) $-C_{3-8}$ cycloalkyl,
wherein said alkyl and cycloalkyl are unsubstituted or substituted with one or more
(a) halo,
(b) –OH,
(c) –CN,
(d) $-O-C_{1-10}$ alkyl,
(e) $-C_{3-8}$ cycloalkyl, and
(f) $-NR^j R^k$ wherein R^j and R^k are C_{1-10} alkyl;
or R^9 and R^{10} are joined together with the nitrogen atom to which they are attached to form



wherein w is 1, 2 or 3, and

R^{23} is selected from the group consisting of

(a) hydrogen,
(b) $-C_{1-10}$ alkyl,
(c) $-C_{3-8}$ cycloalkyl,
(d) $-C_{2-10}$ alkenyl,
(e) $-C_{2-10}$ alkynyl,
(f) $-(CH_2)_p$-phenyl,

(g) -$(CH_2)_p$-heteroaryl, wherein said heteroaryl is selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein p is 0 or 1, and

wherein said alkyl, alkenyl, alkynyl, cycloalkyl, phenyl and heteroaryl is unsubstituted or substituted with one or more

(i) halo,
(ii) –C_{1-10} alkyl,
(iii) –OH,
(iv) –CN,
(v) –C_{3-8} cycloalkyl, or
(vi) –O-C_{1-10} alkyl;

R^{11} is selected from the group consisting of

(1) –CH–
(2) –CH_2–,
(3) –O–, and
(4) –NR^{17}–,

provided that when R^{11} is –CH– the dotted line forms a bond and when R^{11} is –CH_2–, –O– or –NR^{17}– the dotted line is absent;

R^{17} is hydrogen or C_{1-10} alkyl, wherein said C_{1-10} alkyl is unsubstituted or substituted with one or more

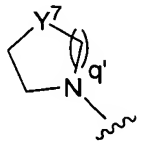
(a) halo,
(b) –OH,
(c) –CN,
(d) –C_{3-8} cycloalkyl,
(e) –O-C_{1-10} alkyl,
(f) –$(CH_2)_q$-phenyl, wherein q is 1 or 2, and
(g) -$NR^{18}R^{19}$, and

wherein R^{18} and R^{19} are independently selected from the group consisting of

(i) hydrogen, or

(ii) C_{1-10} alkyl;

or R^{18} and R^{19}, together with the nitrogen atom to which they are attached, form the group



wherein q' is 1 or 2, Y^7 is $-CHR^{24}$, –O– or NR^{24}, wherein R^{24} is selected from the group consisting of;

(a) hydrogen, and

(b) C_{1-10} alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

(i) halo,

(ii) –OH,

(iii) –CN,

(iv) $-O-C_{1-10}$ alkyl, or

(v) $-C_{3-8}$ cycloalkyl;

R^{26} is selected from the group consisting of

(1) hydrogen,

(2) $-C_{1-3}$ alkyl;

R^{12} is selected from the group consisting of

(1) hydrogen,

(2) $-C_{1-10}$ alkyl, wherein said alkyl is unsubstituted or substituted with one or more

(a) halo,

(b) –OH,

(c) –CN,

(d) $-C_{3-8}$ cycloalkyl,

(e) $-O-C_{1-10}$ alkyl, or

(f) $-NH_2$,

(3) halo,
(4) $-C_{3-8}$ cycloalkyl,
(5) aryl selected from the group consisting of phenyl and napthyl, and
(6) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein said aryl and heteroaryl is unsubstituted or substituted with one or more
(a) halo,
(b) –OH,
(c) –CN,
(d) $-O-C_{1-10}$ alkyl,
(e) $-C_{3-8}$ cycloalkyl, or
(f) $-C_{1-10}$ alkyl;

R^{13} is selected from the group consisting of
(1) hydrogen,
(2) C_{1-10} alkyl, and
(3) $-C_{3-8}$ cycloalkyl;
wherein said alkyl and cycloalkyl is unsubstituted or substituted with one or more
(a) halo,
(b) –OH,
(c) –CN,
(d) $-C_{3-8}$ cycloalkyl,
(e) $-O-C_{1-10}$ alkyl, and
(f) $-C_{1-10}$ alkyl;

R^{14} is selected from the group consisting of
(1) $-C_{1-10}$ alkyl, and
(2) $-C_{3-8}$ cycloalkyl;
wherein said alkyl and cycloalkyl is unsubstituted or substituted with one or more
(a) halo,
(b) –OH,
(c) –CN,

(d) $-C_{3-8}$ cycloalkyl,

(e) $-O-C_{1-10}$ alkyl, or

(f) $-C_{1-10}$ alkyl;

(3) $-(CH_2)_v-NR^{15}R^{16}$, wherein v is 2, 3 or 4, and

wherein R^{15} and R^{16} are independently selected from the group consisting of

a) hydrogen, or

b) C_{1-10} alkyl, wherein said C_{1-10} alkyl is unsubstituted or substituted with one or more

(i) halo,

(ii) –OH,

(iii) –CN,

(iv) $-C_{3-8}$ cycloalkyl, or

(v) $-O-C_{1-10}$ alkyl;

or R^{15} and R^{16}, together with the nitrogen atom to which they are attached, form the group

wherein s is 1 or 2, Y^4 is $-CHR^{24}-$, -O- or $-NR^{24}-$, wherein R^{24} is selected from the group consisting of

(i) hydrogen, and

(ii) C_{1-10} alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

(A) halo,

(B) –OH,

(C) –CN,

(D) $-O-C_{1-10}$ alkyl, or

(E) $-C_{3-8}$ cycloalkyl,

4) $-(CH_2)_r$-phenyl, wherein r is 1, 2, 3, or 4, and

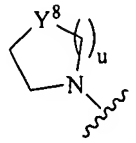
wherein said phenyl is unsubstituted or substituted with one or more

(a) halo,

(b) –OH,

(c) –CN,
(d) –O-C_{1-10} alkyl,
(e) –C_{3-8} cycloalkyl, or
(f) -C_{1-10} alkyl;

or R^{13} and R^{14}, together with the nitrogen atom to which they are attached, form the group



wherein u is 1 or 2, Y^8 is -CHR^{25}-, -O- or -NR^{25}-, wherein R^{25} is selected from the group consisting of

(a) hydrogen,
(b) C_{1-10} alkyl,
(c) -$(CH_2)_t$-phenyl,
(d) -$(CH_2)_t$-heteroaryl, wherein said heteroaryl is selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein t is 0 or 1, and

wherein said alkyl, phenyl and heteroaryl is unsubstituted or substituted with one or more

(i) halo,
(ii) –C_{1-10} alkyl,
(iii) –OH,
(iv) –CN,
(v) –C_{3-8} cycloalkyl, or
(vi) –O-C_{1-10} alkyl;

or a pharmaceutically acceptable salt thereof.

2, 3. (Canceled)

4. (Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein m is 1 and R^1 is selected from the group consisting of

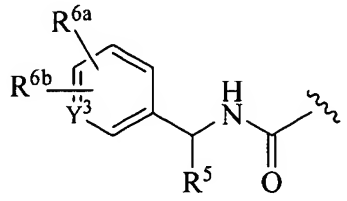
(1) phenyl, unsubstituted or substituted in one or two positions with halo; and

(2) thienyl.

5. (Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein R^2 is $(R^4\text{-}SO_2)N(R^7)$-.

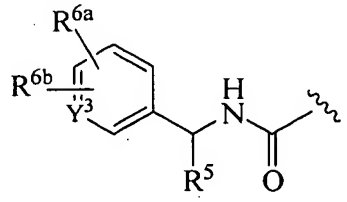
6. (Canceled)

7. (Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein R^3 is (1)



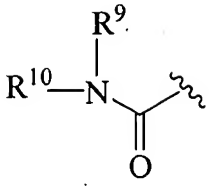
wherein Y^3 is CHR^{6c}, R^5 is methyl, R^{6a} and R^{6c} are hydrogen and R^{6b} is fluoro.

8. (Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein R^3 is (1)

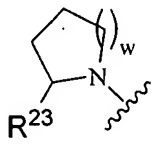


Y^3 is N, R^5 is $C_{1\text{-}2}$ perfluoroalkyl, and R^{6a} and R^{6b} are hydrogen.

9. (Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein R^3 is (2)



and R^9 and R^{10} are each unsubstituted C_{1-10} alkyl, or R^9 and R^{10} are joined together with the nitrogen atom to which they are attached to form attached to form

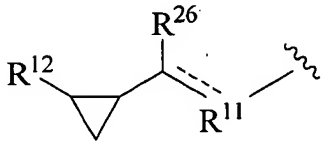


wherein w is 1;

R^{23} is $-(CH_2)_p$-phenyl or $-(CH_2)_p$-heteroaryl, wherein said heteroaryl is selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

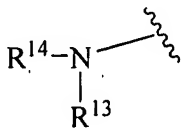
wherein the phenyl and heteroaryl are unsubstituted or substituted with one or more chloro, and p is 0.

10. (Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein R^3 is (3)



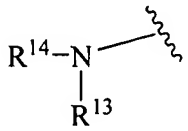
R^{11} is NR^{17} wherein R^{17} is hydrogen or C_{1-3} alkyl, and R^{12} is hydrogen or methyl.

11. (Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein R^3 is (4)

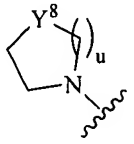


R^{13} is hydrogen and R^{14} is $-(CH_2)_v-NR^{15}R^{16}$ wherein v is 2 and R^{15} and R^{16} are each C_{1-10} alkyl, which is unsubstituted or substituted with –OH, -CN or $-OCH_3$.

12. (Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein R^3 is (4)



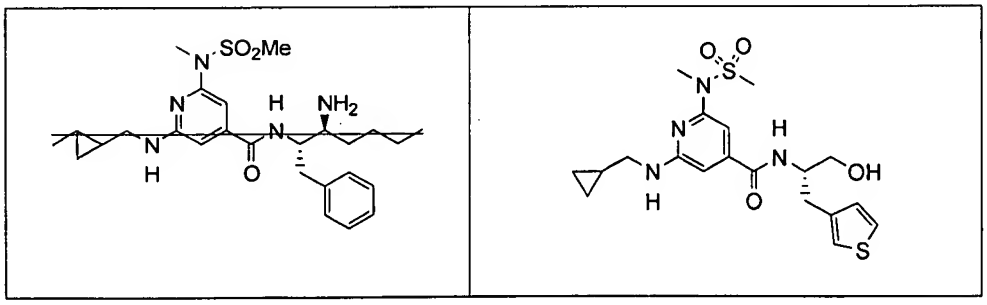
wherein R^{13} and R^{14}, together with the nitrogen atom to which they are attached, form the group

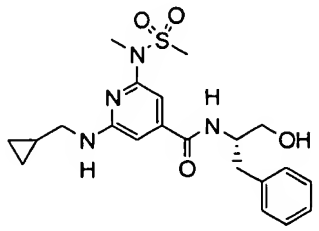
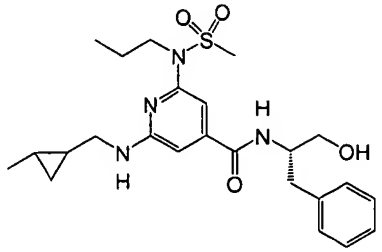
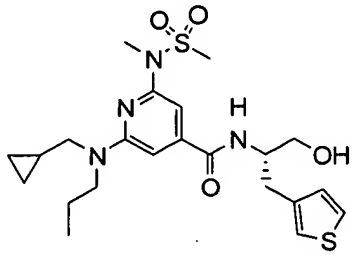
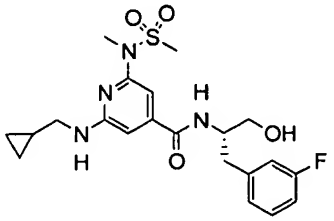
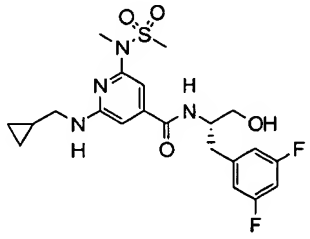
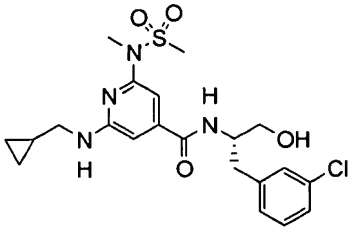
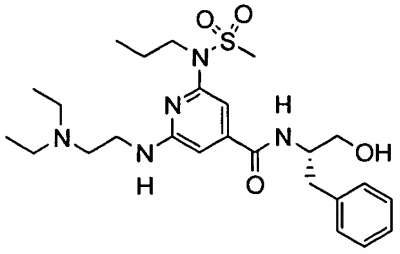
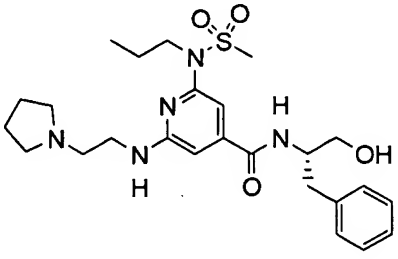
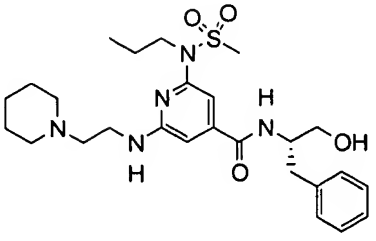
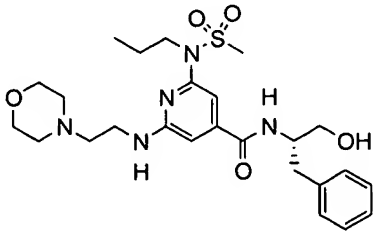


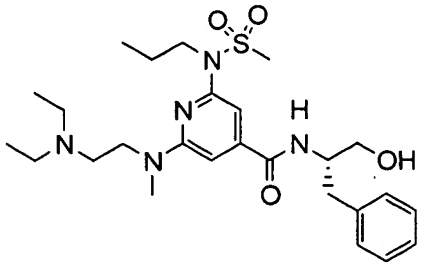
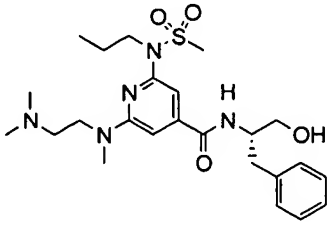
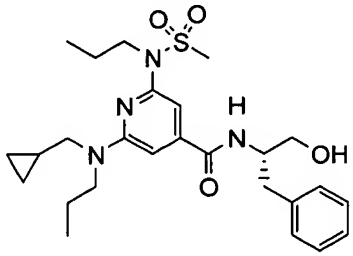
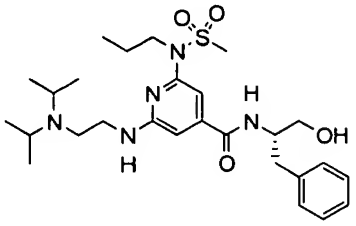
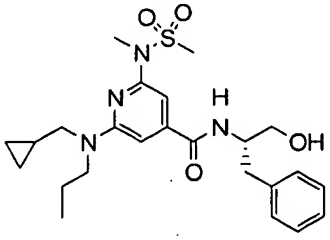
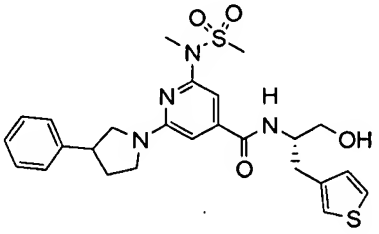
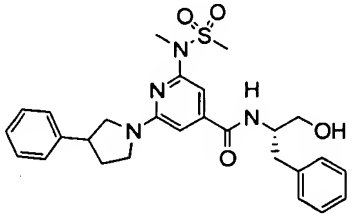
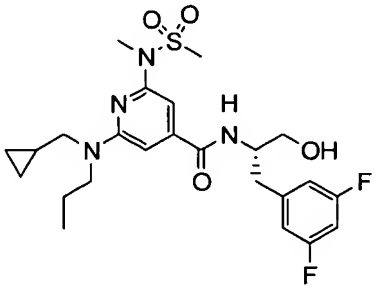
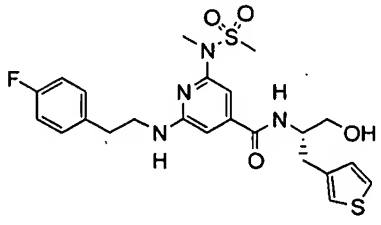
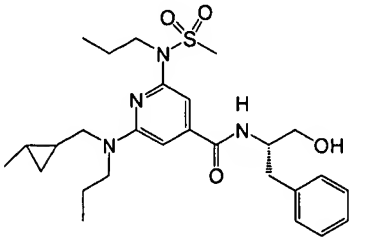
wherein u is 1 or 2, Y^8 is $-CHR^{25}-$, -O- or $-NR^{25}-$.

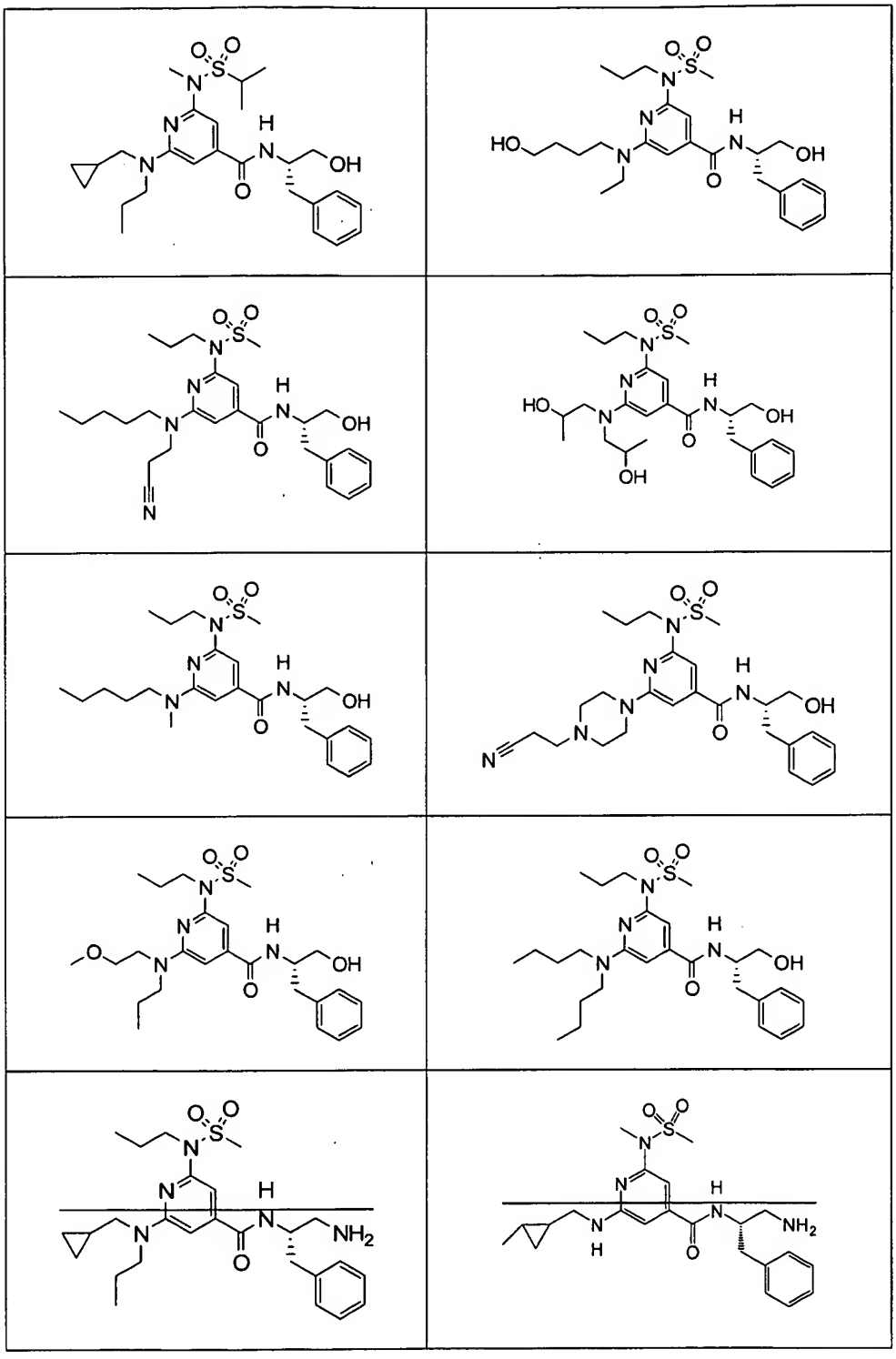
13 -15 (Canceled)

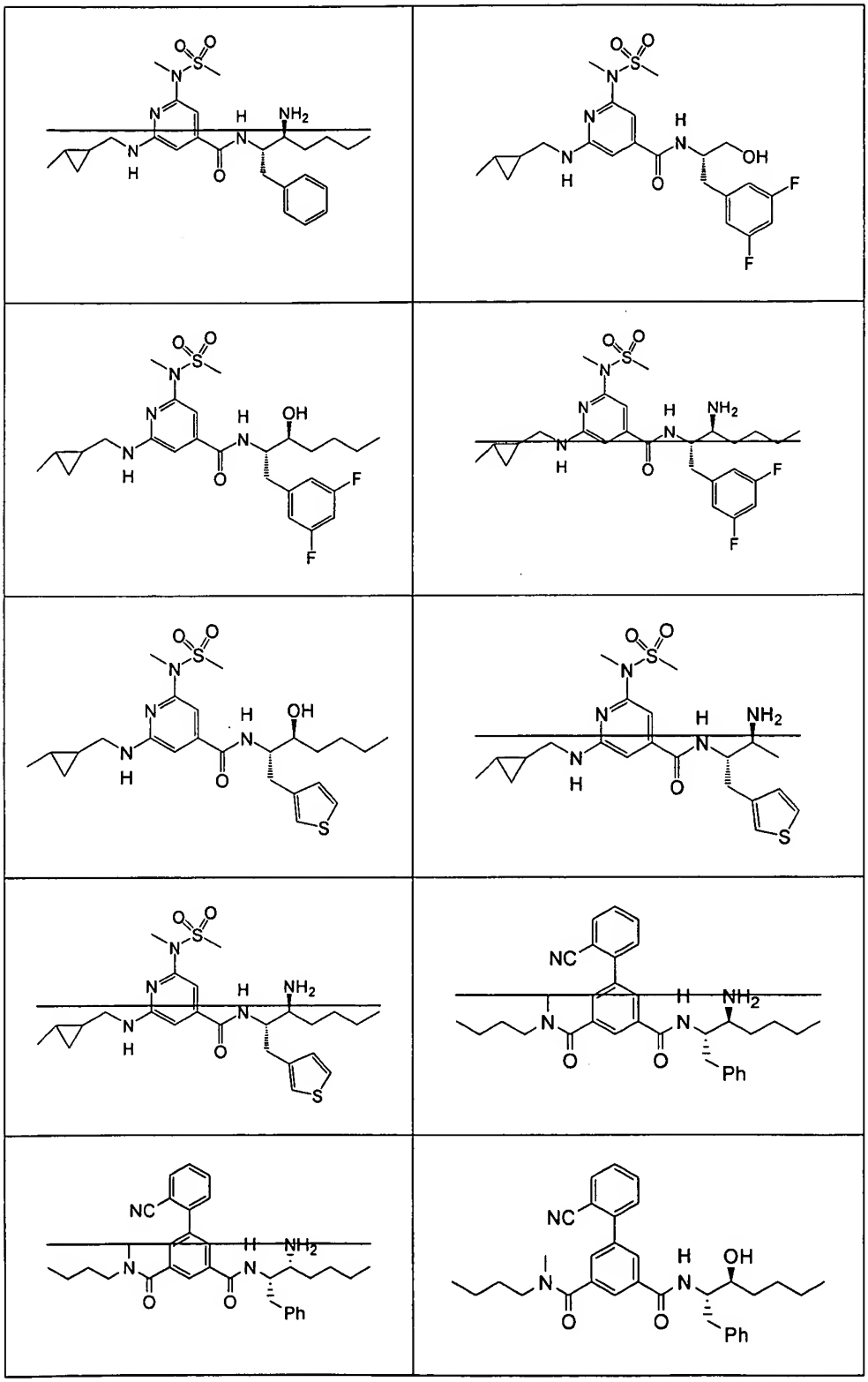
16. (Currently Amended) A compound of claim 1 which is selected from the group consisting of

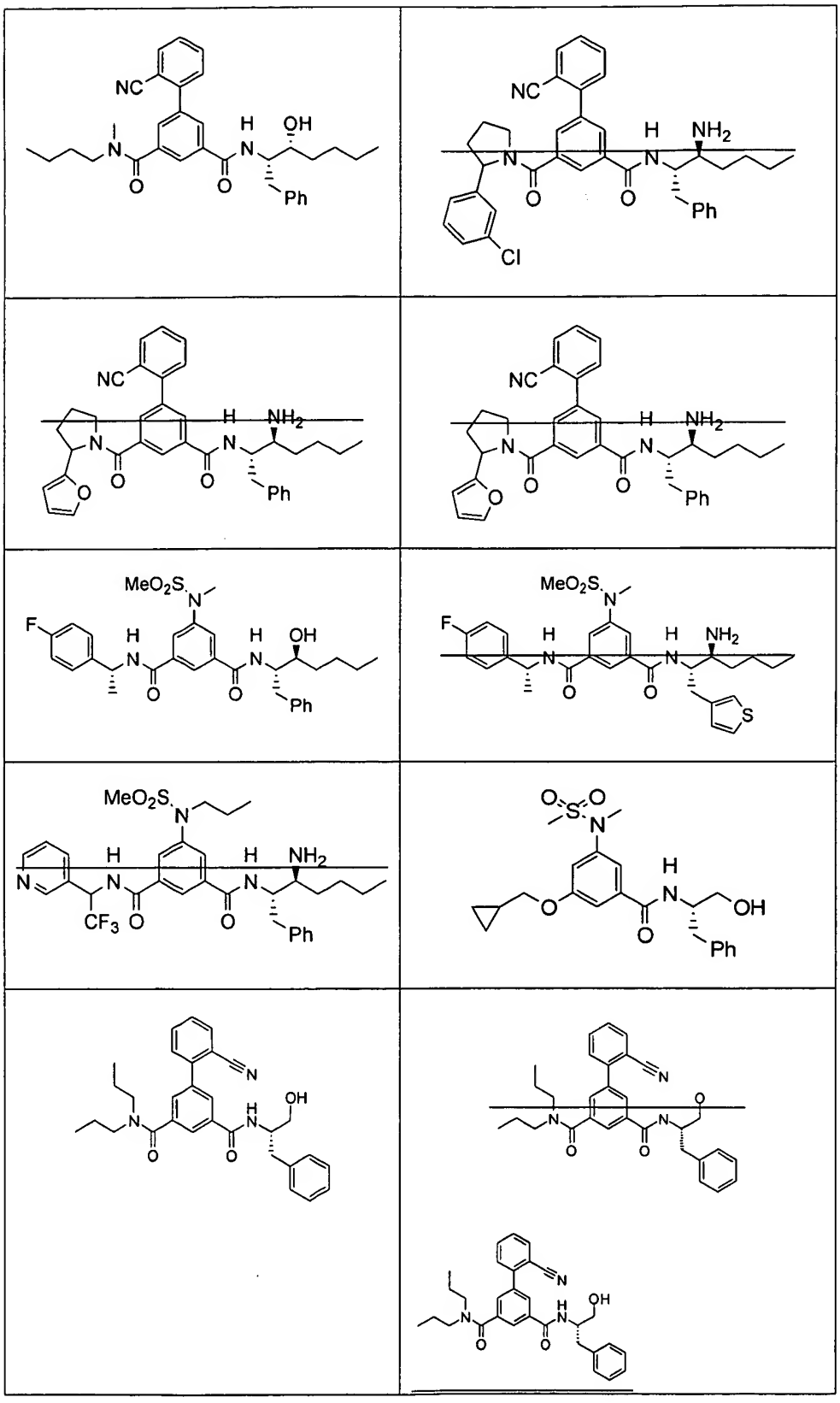


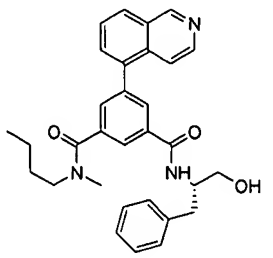
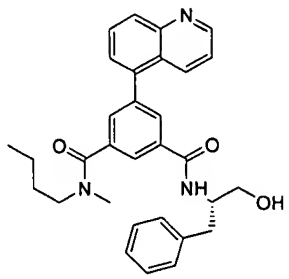
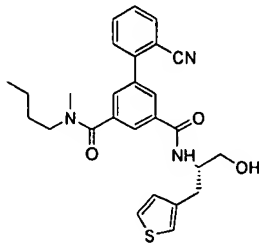
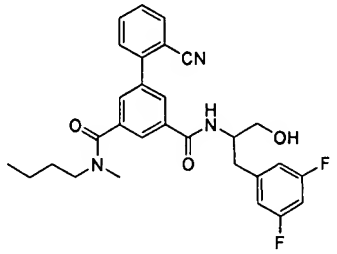
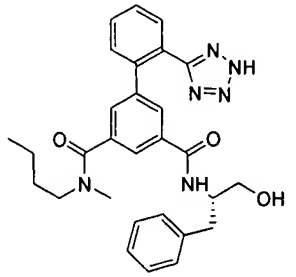
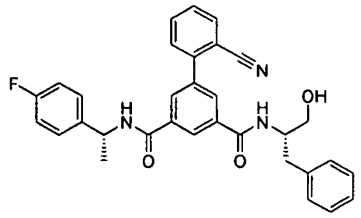
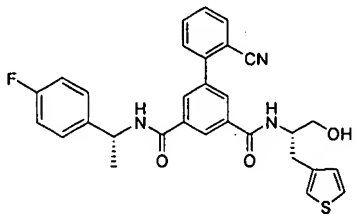
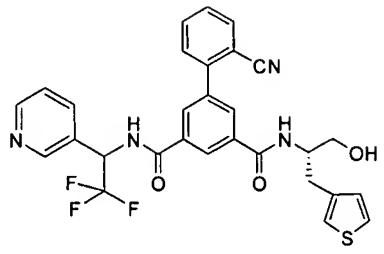
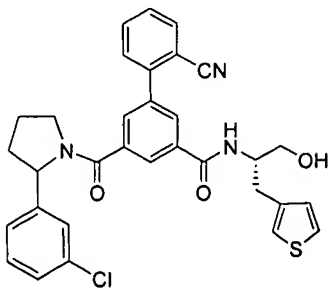
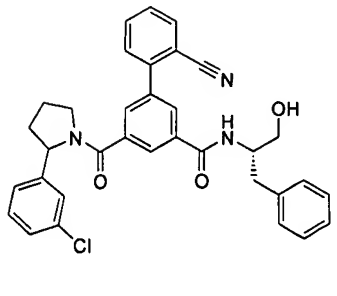
	
	
	
	
	

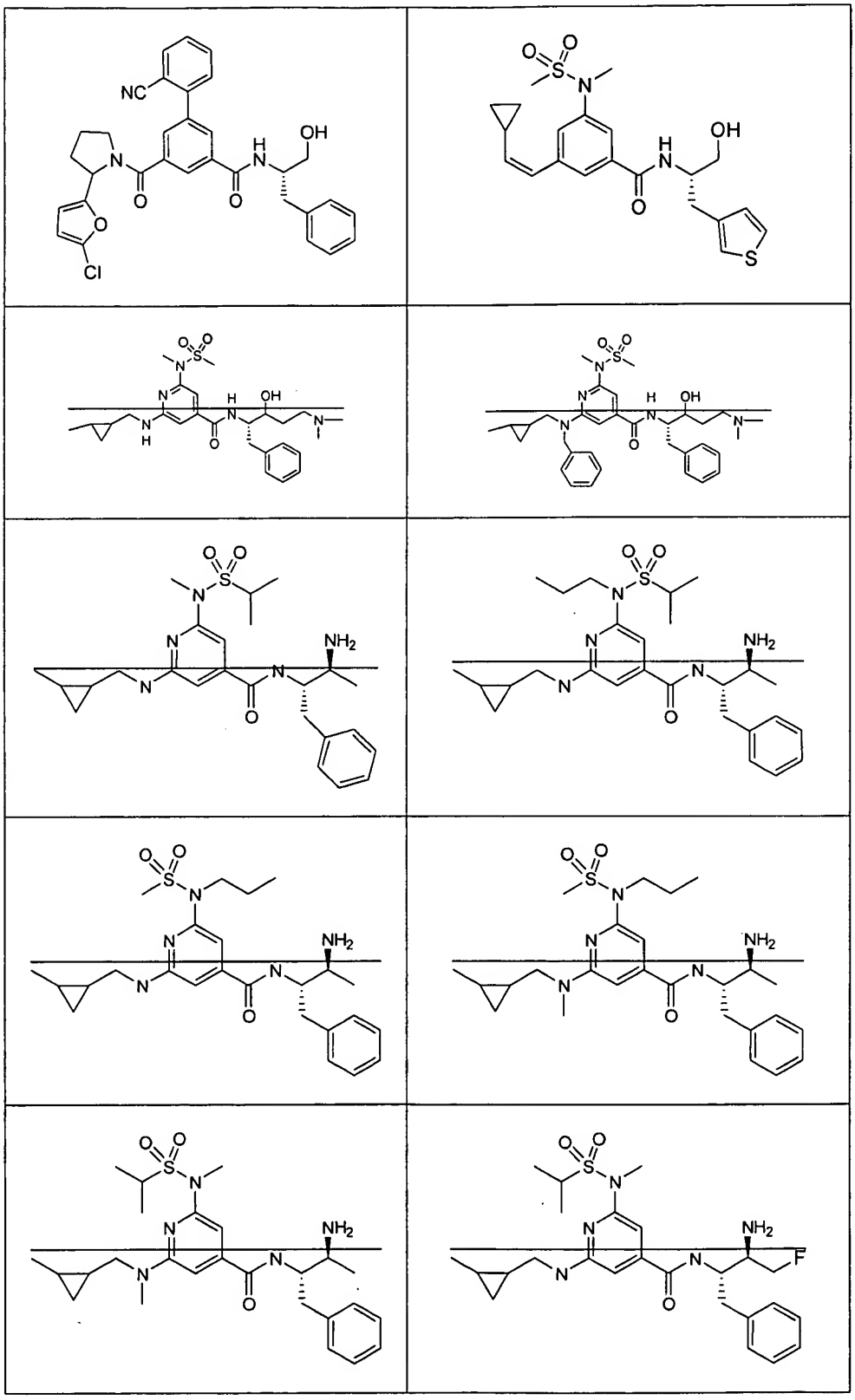
	
	
	
	
	

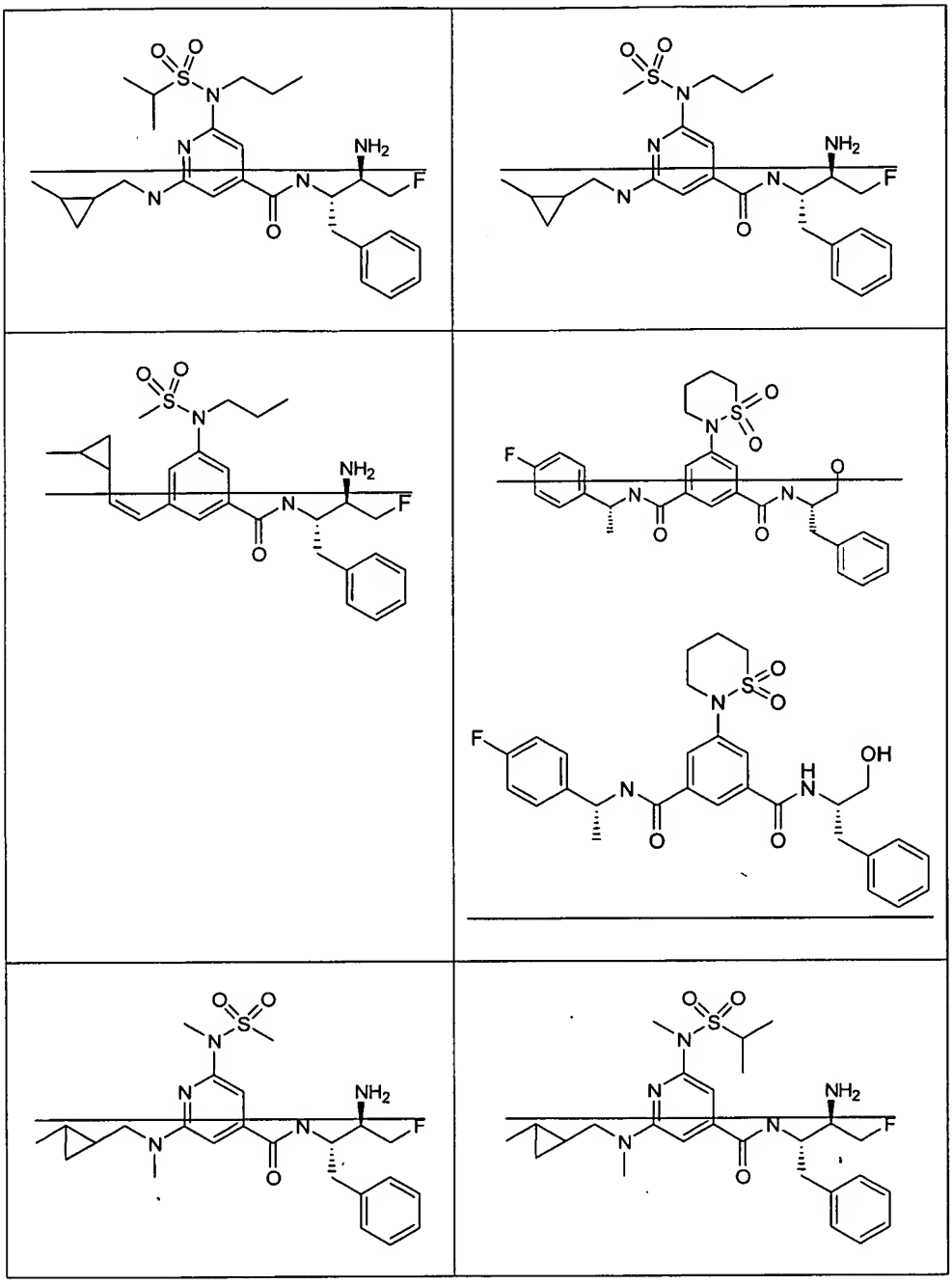


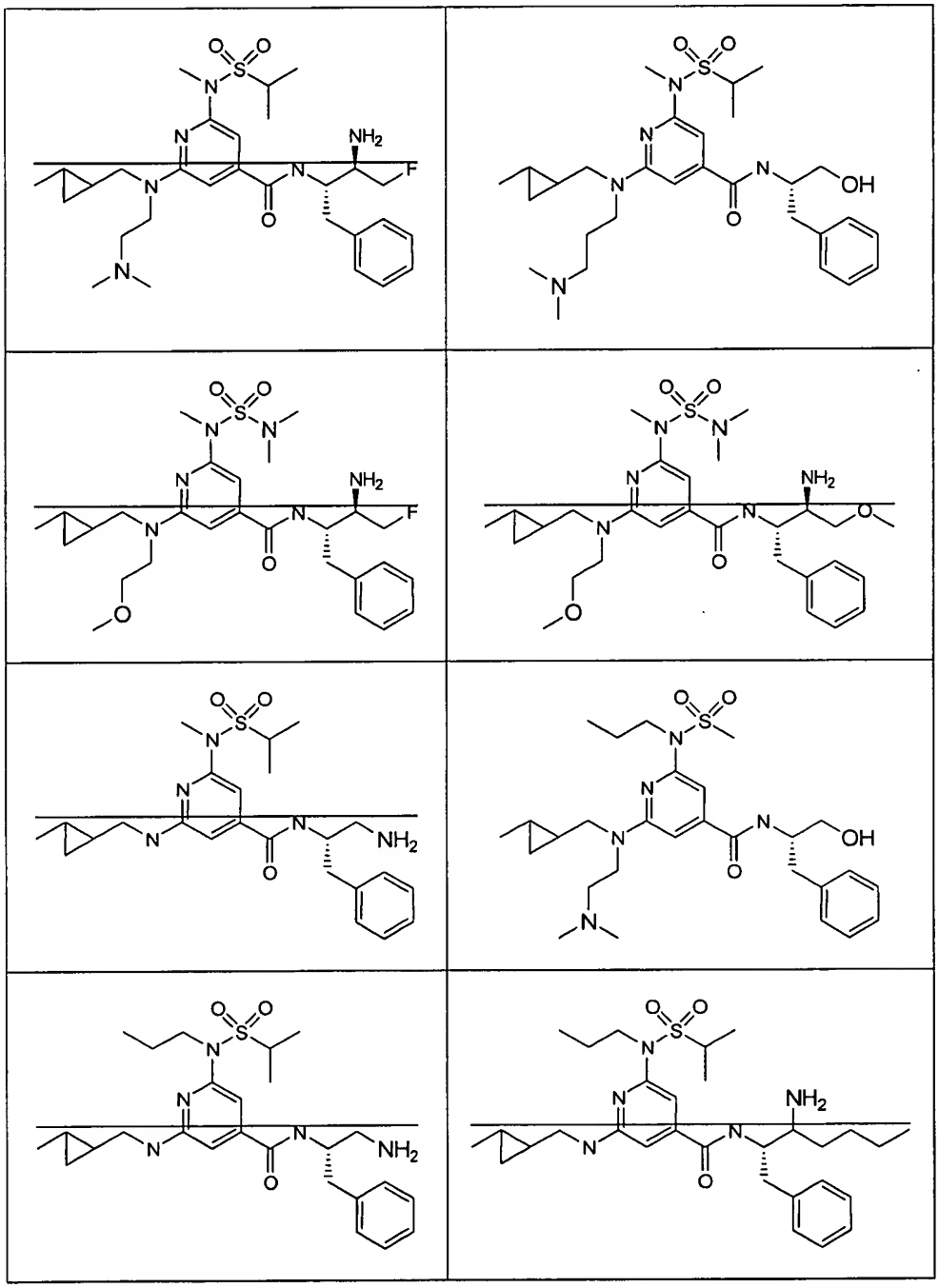


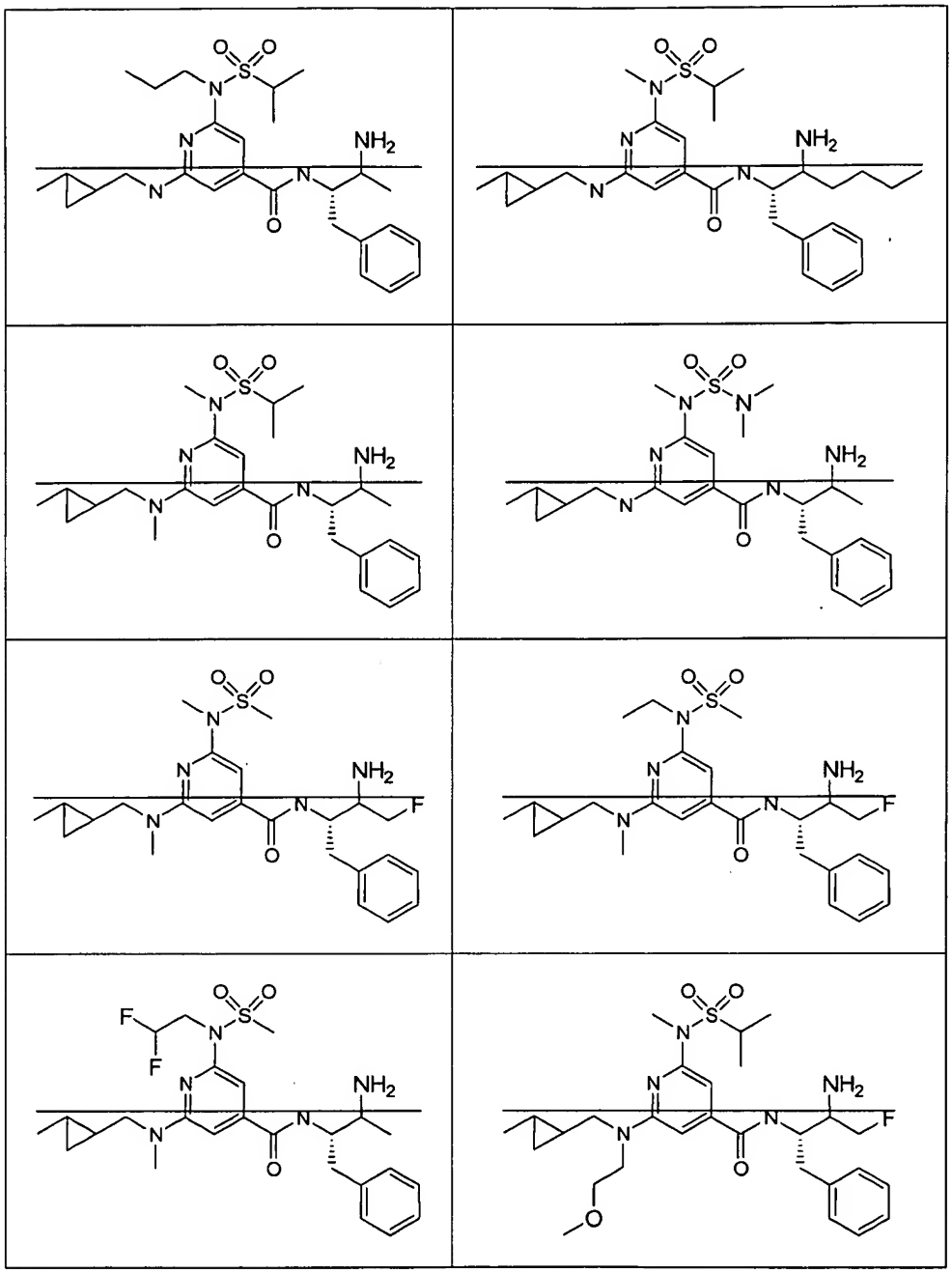


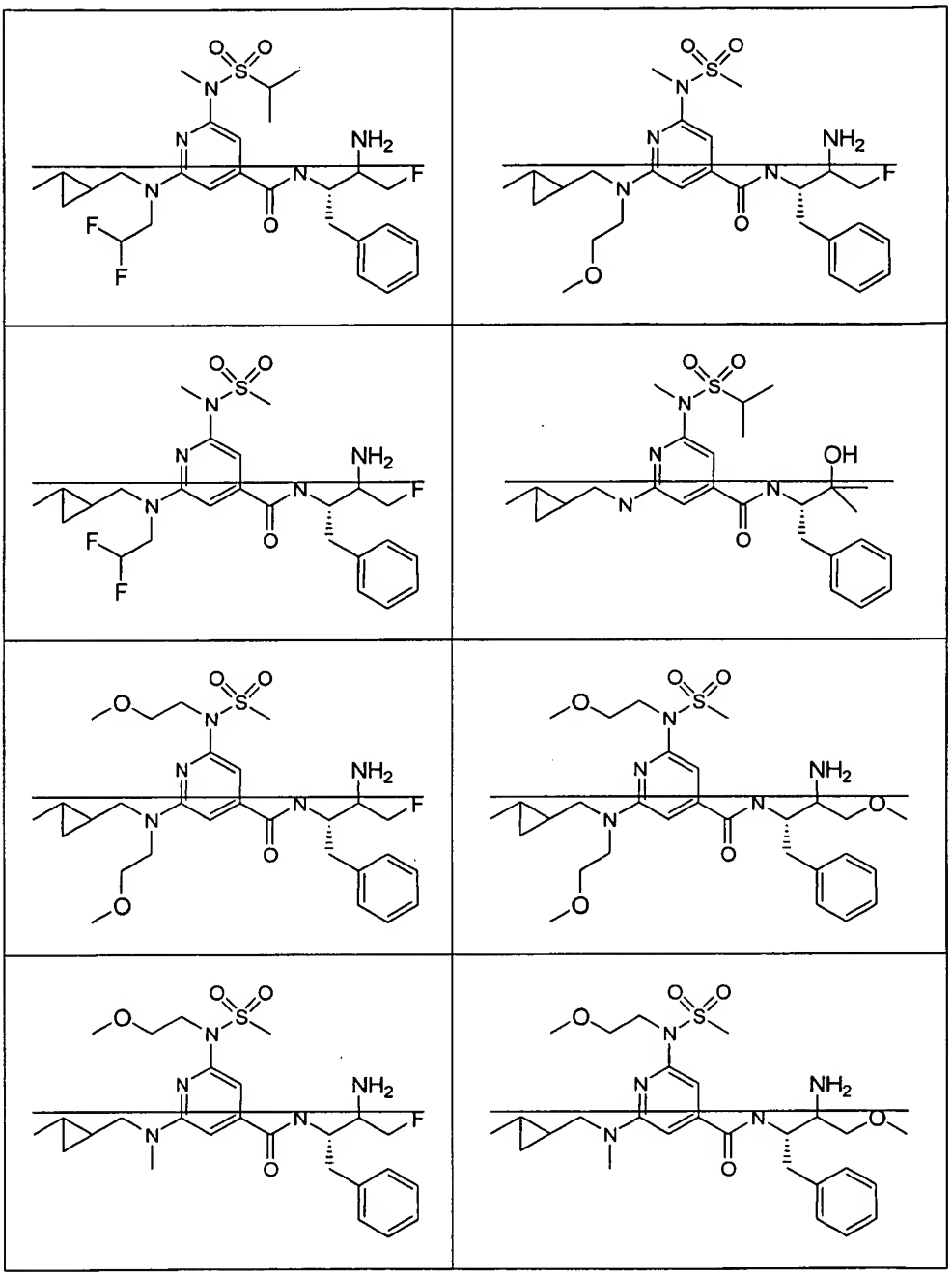
	
	
	
	
	

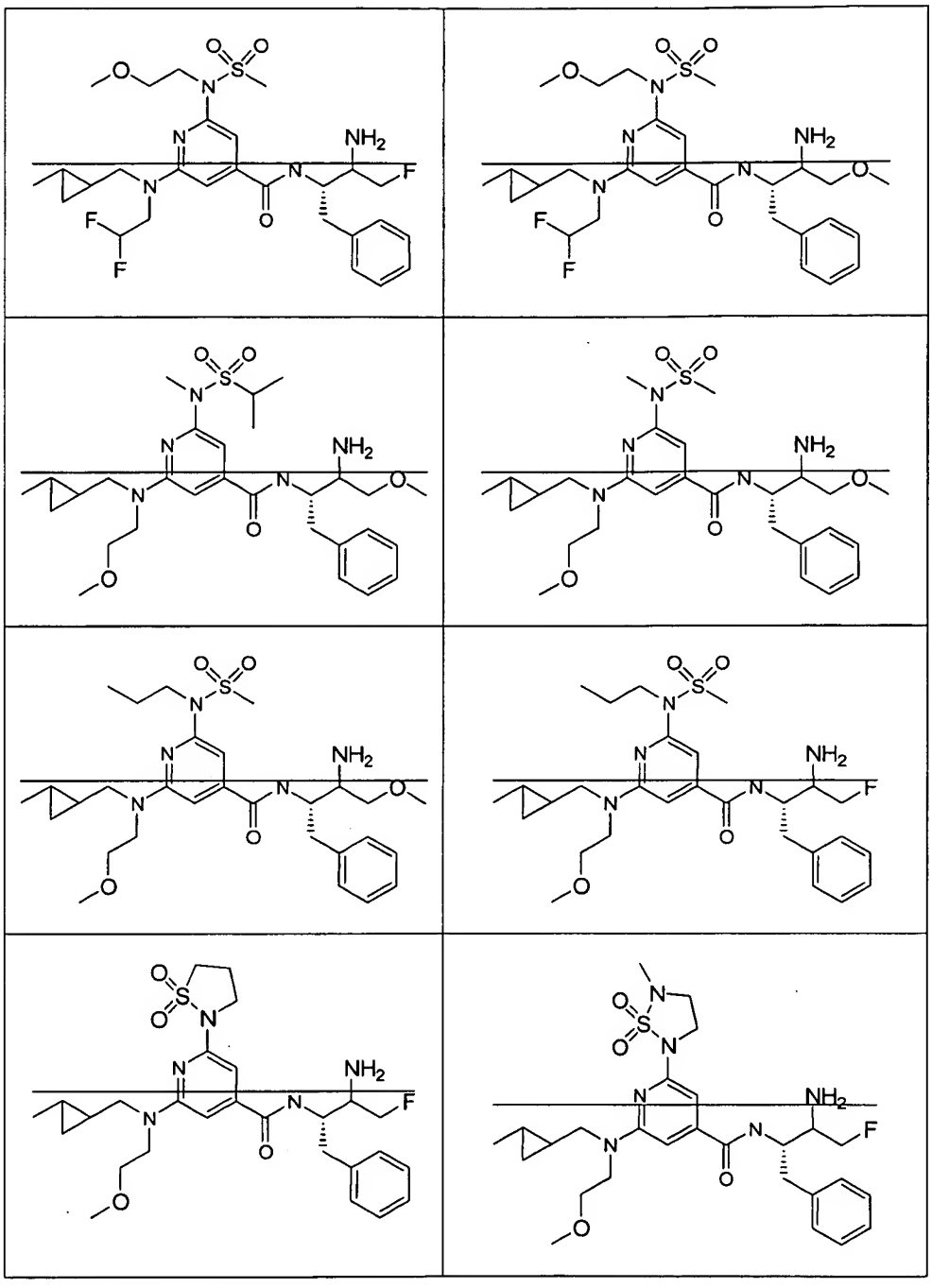


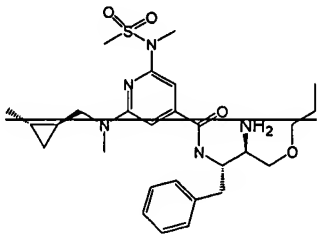
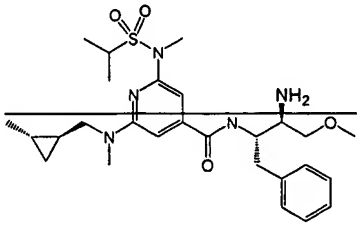
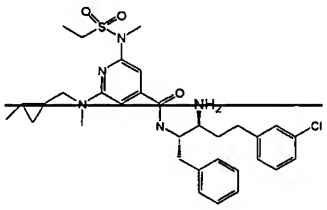
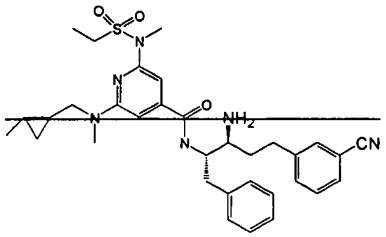
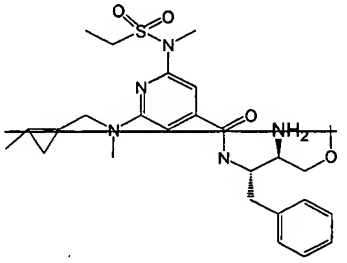
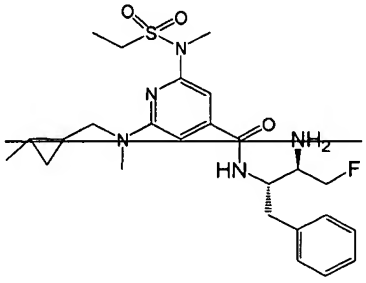
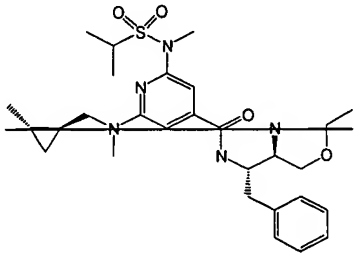
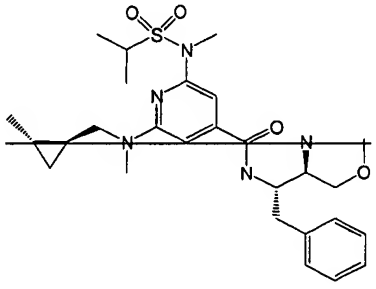
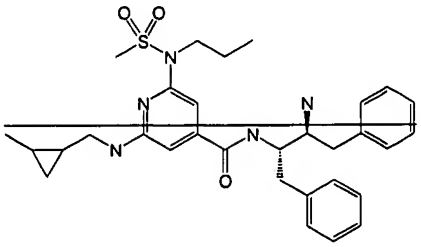
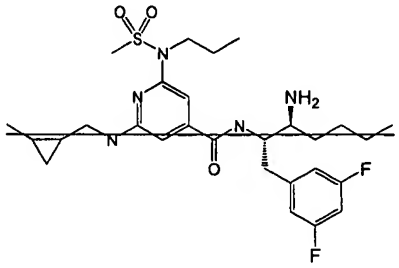




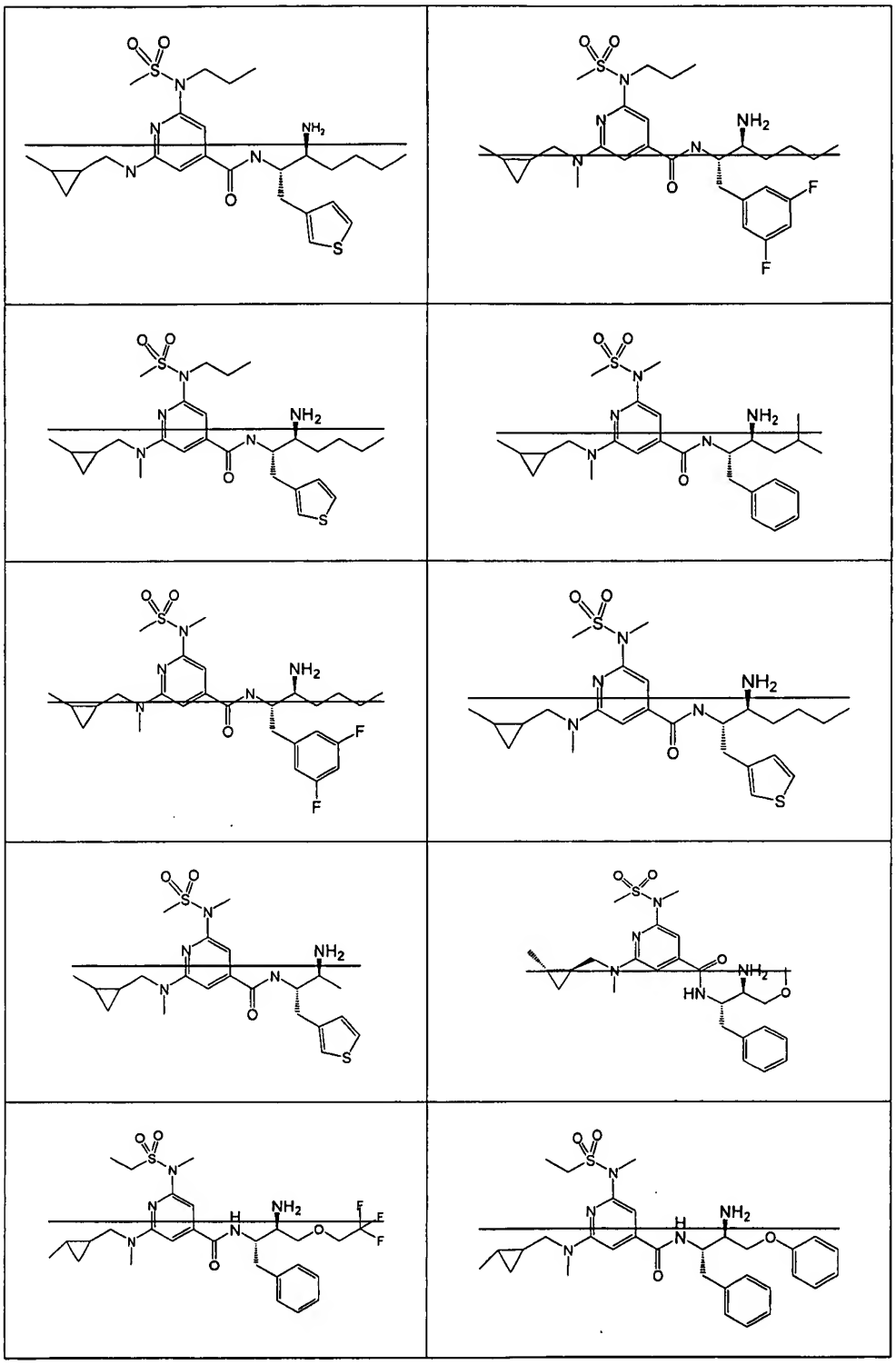


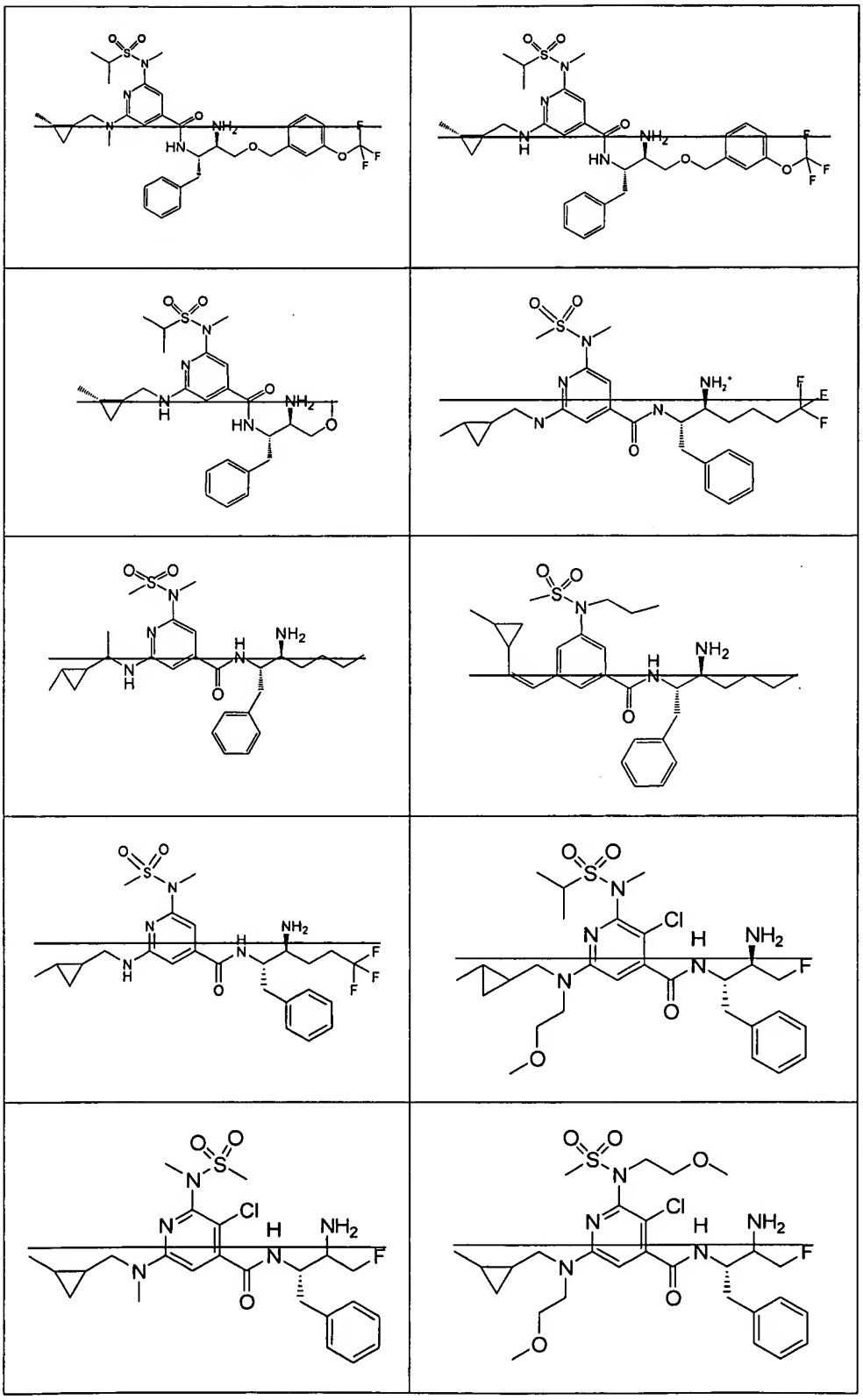


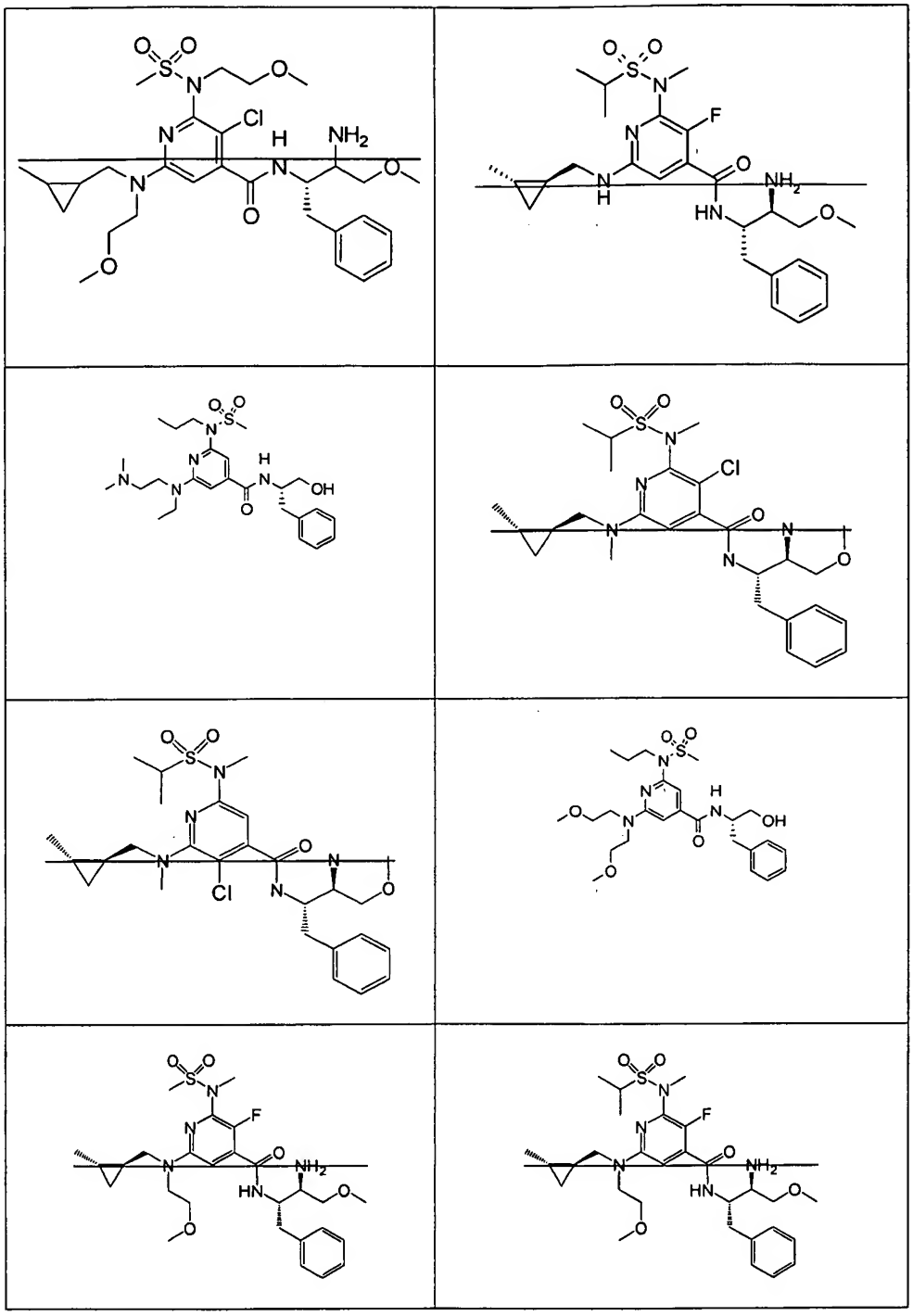


O
S
N
NH2
HN
F
Cl
CN





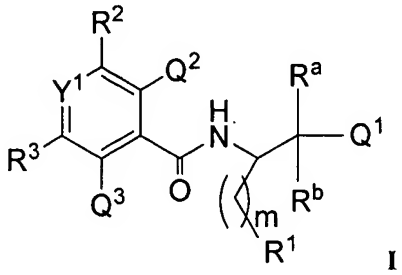


or a pharmaceutically acceptable salt thereof.

17. (Previously Presented) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

18-20 (Canceled).

21. (New) A compound of formula (I):



I

wherein

Y^1 is CH or N;

Q^1 is NH_2;

Q^2 and Q^3 independently selected from the group consisting of

(1) hydrogen, and

(2) halogen;

R^a is selected from the group consisting of

(1) hydrogen,

(2) $-C_{1-10}$ alkyl, wherein said alkyl is unsubstituted or substituted with one or more fluoro, and

(3) $-C_{3-8}$ cycloalkyl;

R^b is selected from the group consisting of

(1) hydrogen, and

(2) $-C_{1-10}$ alkyl,

(3) $-C_{1-3}$ alkyl-aryl, wherein said aryl is selected from the group consisting of phenyl and naphthyl,

(4) $-C_{3-8}$ cycloalkyl,

wherein said cycloalkyl, alkyl and aryl are is unsubstituted or substituted with one or more

(a) halo,

(b) –OH,

(c) –CN,

(d) –O–C_{1-10} alkyl,

(5) –$(CH_2)_n$-NR^cR^d wherein R^c and R^d are selected from the group consisting of hydrogen and C_{1-10} alkyl, and n is 2, 3 or 4, and

(6) –$(CH_2)_{n'}$-O-R^e , wherein R^e is selected from the group consisting of

(a) C_{1-10} alkyl,

(b) –C_{0-3} alkyl-aryl, wherein said aryl is selected from the group consisting of phenyl and naphthyl,

wherein said alkyl and aryl are unsubstituted or substituted with one or more

(i) halo,

(ii) –OH,

(iii) –CN,

(iv) –O–C_{1-10} alkyl,

and n' is 1, 2, 3 or 4;

m is 1 or 2;

R^1 is (1) aryl selected from the group consisting of phenyl and napthyl, or

(2) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

(3) -C_{1-10} alkyl, and

(4) -C_{3-8} cycloalkyl,

wherein said aryl, heteroaryl, alkyl and cycloalkyl is unsubstituted or substituted with one or more

(a) halo,

(b) –OH,

(c) –CN,

(d) –O–C_{1-10} alkyl,

(e) $-C_{1-10}$ alkyl,

(f) $-C_{3-8}$ cycloalkyl,

(g) aryl selected from the group consisting of phenyl and napthyl, or

(h) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl;

R^2 is selected from the group consisting of:

(1) $(R^4\text{-}SO_2)N(R^7)$-, wherein R^4 is

(a) $-C_{1-10}$ alkyl,

(b) $-C_{3-8}$ cycloalkyl,

wherein said alkyl and cycloalkyl is unsubstituted or substituted with one or more

(i) halo,

(ii) –OH,

(iii) –CN,

(iv) $-O-C_{1-10}$ alkyl,

(v) $-C_{1-10}$ alkyl,

(vi) $-C_{3-8}$ cycloalkyl,

(vii) aryl selected from the group consisting of phenyl and napthyl, or

(viii) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl;

and said aryl and heteroaryl is unsubstituted or substituted with one or more

(A) halo,

(B) –OH,

(C) –CN,

(D) $-O-C_{1-10}$ alkyl,

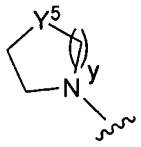
(E) $-C_{3-8}$ cycloalkyl, or

(F) $-C_{1-10}$ alkyl,

(c) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein said heteroaryl is unsubstituted or substituted with one or more
(i) halo,
(ii) –OH,
(iii) –CN,
(iv) –O-C_{1-10} alkyl,
(v) –C_{3-8} cycloalkyl, or
(vi) -C_{1-10} alkyl,

(d) –$(CH_2)_x$-NR^fR^g wherein R^f and R^g are selected from the group consisting of hydrogen and C_{1-10} alkyl, and x is 0, 1, 2, 3 or 4, or R^f and R^g, together with the nitrogen atom to which they are attached form the group



wherein y is 1 or 2, Y^5 is –CHR^{21}, –O– or NR^{21}, wherein R^{21} is selected from the group consisting of;
(i) hydrogen, and
(ii) C_{1-10} alkyl,
wherein said alkyl is unsubstituted or substituted with one or more
(A) halo,
(B) –OH,
(C) –CN,
(D) –O–C_{1-10} alkyl, or
(E) –C_{3-8} cycloalkyl;

R^7 is selected from the group consisting of

(a) hydrogen, and

(b) $-C_{1-10}$ alkyl,

(c) aryl selected from the group consisting of phenyl and napthyl, or

(d) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl

wherein said alkyl, aryl and heteroaryl is unsubstituted or substituted with one or more

(i) halo,

(ii) –OH,

(iii) –CN,

(iv) $-O-C_{1-10}$ alkyl,

(v) $-C_{3-8}$ cycloalkyl,

(vi) aryl selected from the group consisting of phenyl and napthyl, or

(vii) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein said cycloalkyl, aryl or heteroaryl is unsubstituted or substituted with one or more

(A) halo,

(B) –OH,

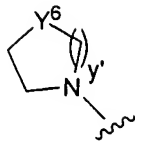
(C) –CN,

(D) $-O-C_{1-10}$ alkyl,

(E) $-C_{3-8}$ cycloalkyl, or

(F) aryl selected from the group consisting of phenyl and napthyl;

(e) $-(CH_2)_{y'}-NR^hR^i$ wherein R^h and R^i are selected from the group consisting of hydrogen and C_{1-10} alkyl, and y' is 1, 2, 3 or 4, or or R^h and R^i, together with the nitrogen atom to which they are attached from the group



wherein y' is 1 or 2, Y^6 is $-CHR^{22}$, –O– or NR^{22}, wherein R^{22} is selected from the group consisting of;

(i) hydrogen, and

(ii) C_{1-10} alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

(A) halo,

(B) –OH,

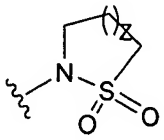
(C) –CN,

(D) –O–C_{1-10} alkyl, or

(E) –C_{3-8} cycloalkyl,

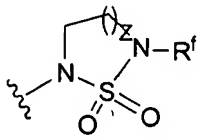
or R^4 and R^7 are linked together to form the group

(a)



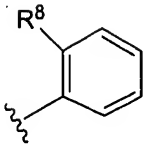
wherein z is 1, 2 or 3; or

(b)



wherein z is 1, 2 or 3

(2)



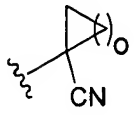
wherein R^8 is selected from the group consisting of

(a) –CN,

(b) hydrogen, and

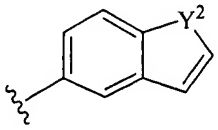
(c) tetrazolyl;

(3)



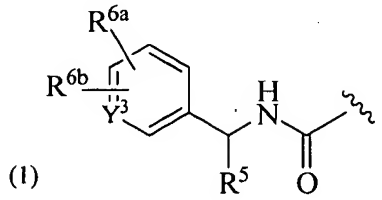
wherein o is 1, 2, 3 or 4; and

(4)

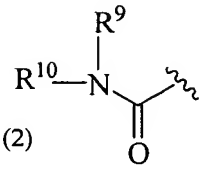


wherein Y^2 is –NH=CH- or –CH=NH-;

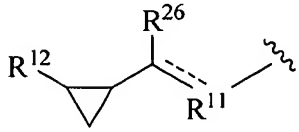
R^3 is selected from the group consisting of



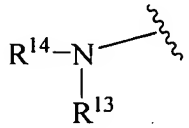
(1) ;



(2) ;



(3) ; and



(4)

wherein Y^3 is CR^{6c} or N;

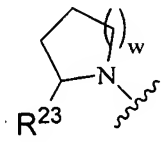
R^5 is C_{1-10} alkyl or C_{1-2} perfluoroalkyl;

R^{6a}, R^{6b}, and R^{6c} are independently selected from the group consisting of:

(1) hydrogen,

(2) halo,
(3) $-C_{1-10}$ alkyl,
(4) –OH,
(5) –CN,
(6) $-C_{3-8}$ cycloalkyl, and
(7) $-O-C_{1-10}$ alkyl;

R^9 and R^{10} are independently selected from the group consisting of
(1) hydrogen,
(2) $-C_{1-10}$ alkyl, and
(3) $-C_{3-8}$ cycloalkyl,
wherein said alkyl and cycloalkyl are unsubstituted or substituted with one or more
(a) halo,
(b) –OH,
(c) –CN,
(d) $-O-C_{1-10}$ alkyl,
(e) $-C_{3-8}$ cycloalkyl, and
(f) $-NR^j R^k$ wherein R^j and R^k are C_{1-10} alkyl;
or R^9 and R^{10} are joined together with the nitrogen atom to which they are attached to form



wherein w is 1, 2 or 3, and

R^{23} is selected from the group consisting of

(a) hydrogen,
(b) $-C_{1-10}$ alkyl,
(c) $-C_{3-8}$ cycloalkyl,
(d) $-C_{2-10}$ alkenyl,
(e) $-C_{2-10}$ alkynyl,
(f) $-(CH_2)_p$-phenyl,

(g) -$(CH_2)_p$-heteroaryl, wherein said heteroaryl is selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein p is 0 or 1, and

wherein said alkyl, alkenyl, alkynyl, cycloalkyl, phenyl and heteroaryl is unsubstituted or substituted with one or more

(i) halo,
(ii) –C_{1-10} alkyl,
(iii) –OH,
(iv) –CN,
(v) –C_{3-8} cycloalkyl, or
(vi) –O-C_{1-10} alkyl;

R^{11} is selected from the group consisting of

(1) –CH–
(2) –CH_2–,
(3) –O–, and
(4) –NR^{17}–,

provided that when R^{11} is –CH– the dotted line forms a bond and when R^{11} is –CH_2–, –O– or –NR^{17}– the dotted line is absent;

R^{17} is hydrogen or C_{1-10} alkyl, wherein said C_{1-10} alkyl is unsubstituted or substituted with one or more

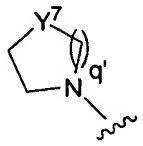
(a) halo,
(b) –OH,
(c) –CN,
(d) –C_{3-8} cycloalkyl,
(e) –O-C_{1-10} alkyl,
(f) –$(CH_2)_q$-phenyl, wherein q is 1 or 2, and
(g) -$NR^{18}R^{19}$, and

wherein R^{18} and R^{19} are independently selected from the group consisting of

(i) hydrogen, or

(ii) C_{1-10} alkyl;

or R^{18} and R^{19}, together with the nitrogen atom to which they are attached, form the group



wherein q' is 1 or 2, Y^7 is $-CHR^{24}$, –O– or NR^{24}, wherein R^{24} is selected from the group consisting of;

(c) hydrogen, and

(d) C_{1-10} alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

(i) halo,

(ii) –OH,

(iii) –CN,

(iv) $-O-C_{1-10}$ alkyl, or

(v) $-C_{3-8}$ cycloalkyl;

R^{26} is selected from the group consisting of

(1) hydrogen,

(2) $-C_{1-3}$ alkyl;

R^{12} is selected from the group consisting of

(1) hydrogen,

(2) $-C_{1-10}$ alkyl, wherein said alkyl is unsubstituted or substituted with one or more

(a) halo,

(b) –OH,

(c) –CN,

(d) $-C_{3-8}$ cycloalkyl,

(e) $-O-C_{1-10}$ alkyl, or

(f) $-NH_2$,

(3) halo,
(4) $-C_{3-8}$ cycloalkyl,
(5) aryl selected from the group consisting of phenyl and napthyl, and
(6) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein said aryl and heteroaryl is unsubstituted or substituted with one or more
(a) halo,
(b) –OH,
(c) –CN,
(d) $-O-C_{1-10}$ alkyl,
(e) $-C_{3-8}$ cycloalkyl, or
(f) $-C_{1-10}$ alkyl;

R^{13} is selected from the group consisting of
(1) hydrogen,
(2) C_{1-10} alkyl, and
(3) $-C_{3-8}$ cycloalkyl;
wherein said alkyl and cycloalkyl is unsubstituted or substituted with one or more
(a) halo,
(b) –OH,
(c) –CN,
(d) $-C_{3-8}$ cycloalkyl,
(e) $-O-C_{1-10}$ alkyl, and
(f) $-C_{1-10}$ alkyl;

R^{14} is selected from the group consisting of
(1) $-C_{1-10}$ alkyl, and
(2) $-C_{3-8}$ cycloalkyl;
wherein said alkyl and cycloalkyl is unsubstituted or substituted with one or more
(a) halo,
(b) –OH,
(c) –CN,

(d) $-C_{3-8}$ cycloalkyl,

(e) $-O-C_{1-10}$ alkyl, or

(f) $-C_{1-10}$ alkyl;

(3) $-(CH_2)_v-NR^{15}R^{16}$, wherein v is 2, 3 or 4, and

wherein R^{15} and R^{16} are independently selected from the group consisting of

a) hydrogen, or

b) C_{1-10} alkyl, wherein said C_{1-10} alkyl is unsubstituted or substituted with one or more

(i) halo,

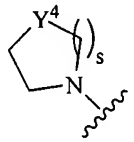
(ii) –OH,

(iii) –CN,

(iv) $-C_{3-8}$ cycloalkyl, or

(v) $-O-C_{1-10}$ alkyl;

or R^{15} and R^{16}, together with the nitrogen atom to which they are attached, form the group



wherein s is 1 or 2, Y^4 is $-CHR^{24}-$, -O- or $-NR^{24}-$, wherein R^{24} is selected from the group consisting of

(i) hydrogen, and

(ii) C_{1-10} alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

(A) halo,

(B) –OH,

(C) –CN,

(D) $-O-C_{1-10}$ alkyl, or

(E) $-C_{3-8}$ cycloalkyl,

4) $-(CH_2)_r$-phenyl, wherein r is 1, 2, 3, or 4, and

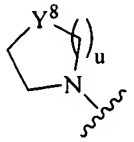
wherein said phenyl is unsubstituted or substituted with one or more

(a) halo,

(b) –OH,

(c) –CN,
(d) –O-C_{1-10} alkyl,
(e) –C_{3-8} cycloalkyl, or
(f) -C_{1-10} alkyl;

or R^{13} and R^{14}, together with the nitrogen atom to which they are attached, form the group



wherein u is 1 or 2, Y^8 is -CHR^{25}-, -O- or -NR^{25}-, wherein R^{25} is selected from the group consisting of

(a) hydrogen,
(b) C_{1-10} alkyl,
(c) -$(CH_2)_t$-phenyl,
(d) -$(CH_2)_t$-heteroaryl, wherein said heteroaryl is selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein t is 0 or 1, and

wherein said alkyl, phenyl and heteroaryl is unsubstituted or substituted with one or more

(i) halo,
(ii) –C_{1-10} alkyl,
(iii) –OH,
(iv) –CN,
(v) –C_{3-8} cycloalkyl, or
(vi) –O-C_{1-10} alkyl;

or a pharmaceutically acceptable salt thereof.

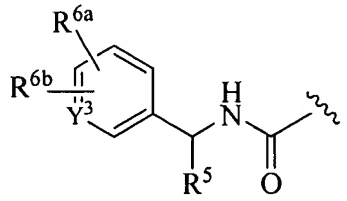
22. (New) The compound of Claim 21, or a pharmaceutically acceptable salt thereof, wherein m is 1 and R^1 is selected from the group consisting of

(1) phenyl, unsubstituted or substituted in one or two positions with halo; and

(2) thienyl.

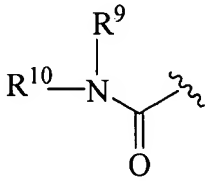
23. (New) The compound of Claim 21, or a pharmaceutically acceptable salt thereof, wherein R^2 is $(R^4\text{-}SO_2)N(R^7)$-.

24. (New) The compound of Claim 21, or a pharmaceutically acceptable salt thereof, wherein R^3 is (1)

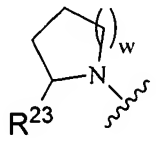


wherein Y^3 is CHR^{6c}, R^5 is methyl, R^{6a} and R^{6c} are hydrogen and R^{6b} is fluoro.

25. (New) The compound of Claim 21, or a pharmaceutically acceptable salt thereof, wherein R^3 is (2)



and R^9 and R^{10} are each unsubstituted $C_{1\text{-}10}$ alkyl, or R^9 and R^{10} are joined together with the nitrogen atom to which they are attached to form attached to form

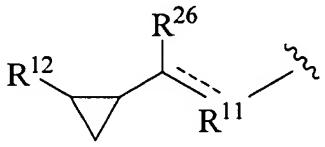


wherein w is 1;

R^{23} is $-(CH_2)_p$-phenyl or $-(CH_2)_p$-heteroaryl, wherein said heteroaryl is selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

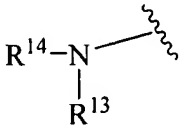
wherein the phenyl and heteroaryl are unsubstituted or substituted with one or more chloro, and p is 0.

26. (New) The compound of Claim 21, or a pharmaceutically acceptable salt thereof, wherein R^3 is (3)



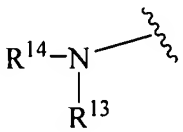
R^{11} is NR^{17} wherein R^{17} is hydrogen or C_{1-3} alkyl, and R^{12} is hydrogen or methyl.

27. (New) The compound of Claim 21, or a pharmaceutically acceptable salt thereof, wherein R^3 is (4)

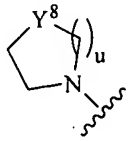


R^{13} is hydrogen and R^{14} is $-(CH_2)_v$-$NR^{15}R^{16}$ wherein v is 2 and R^{15} and R^{16} are each C_{1-10} alkyl, which is unsubstituted or substituted with –OH, -CN or $-OCH_3$.

28. (New) The compound of Claim 21, or a pharmaceutically acceptable salt thereof, wherein R^3 is (4)

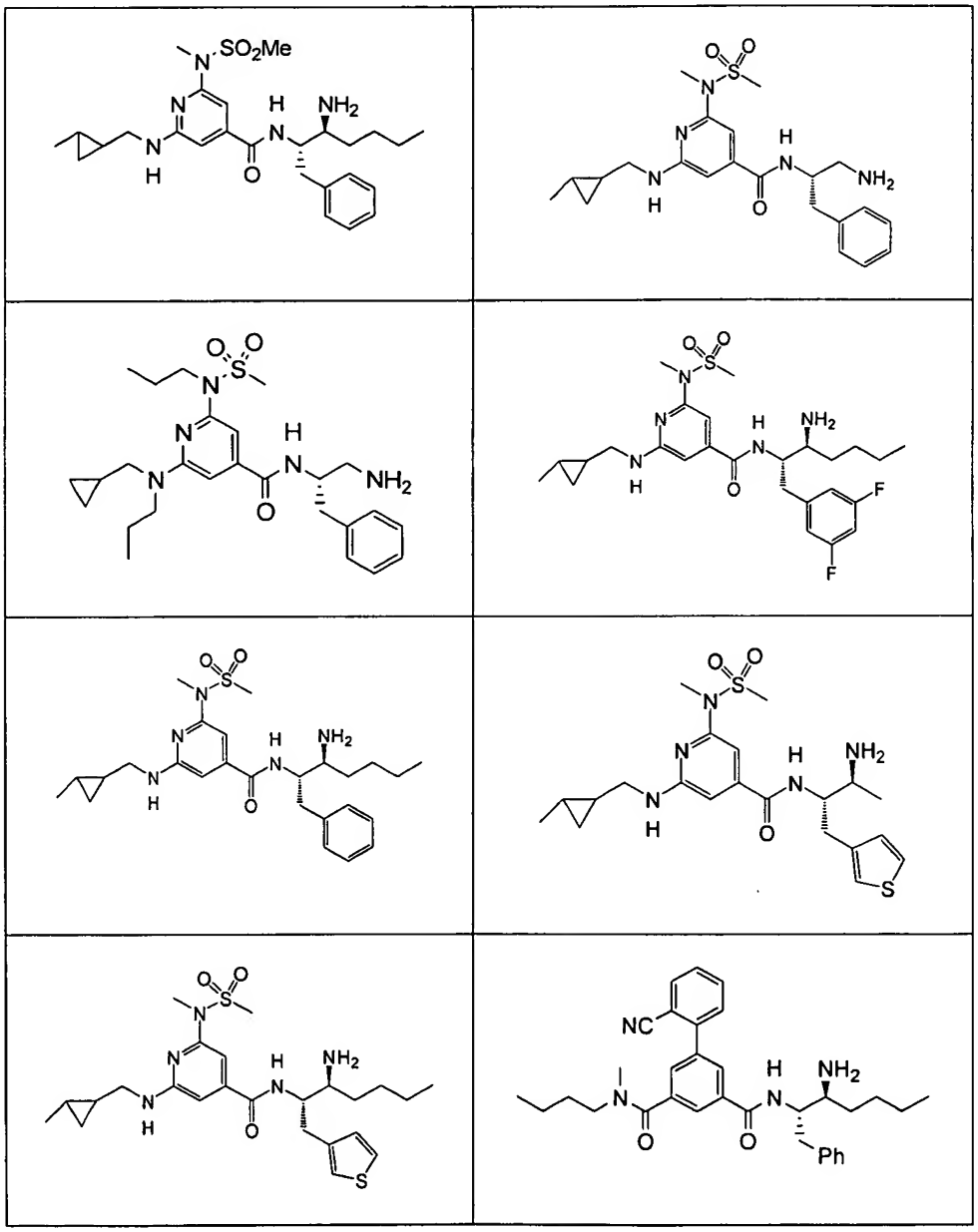


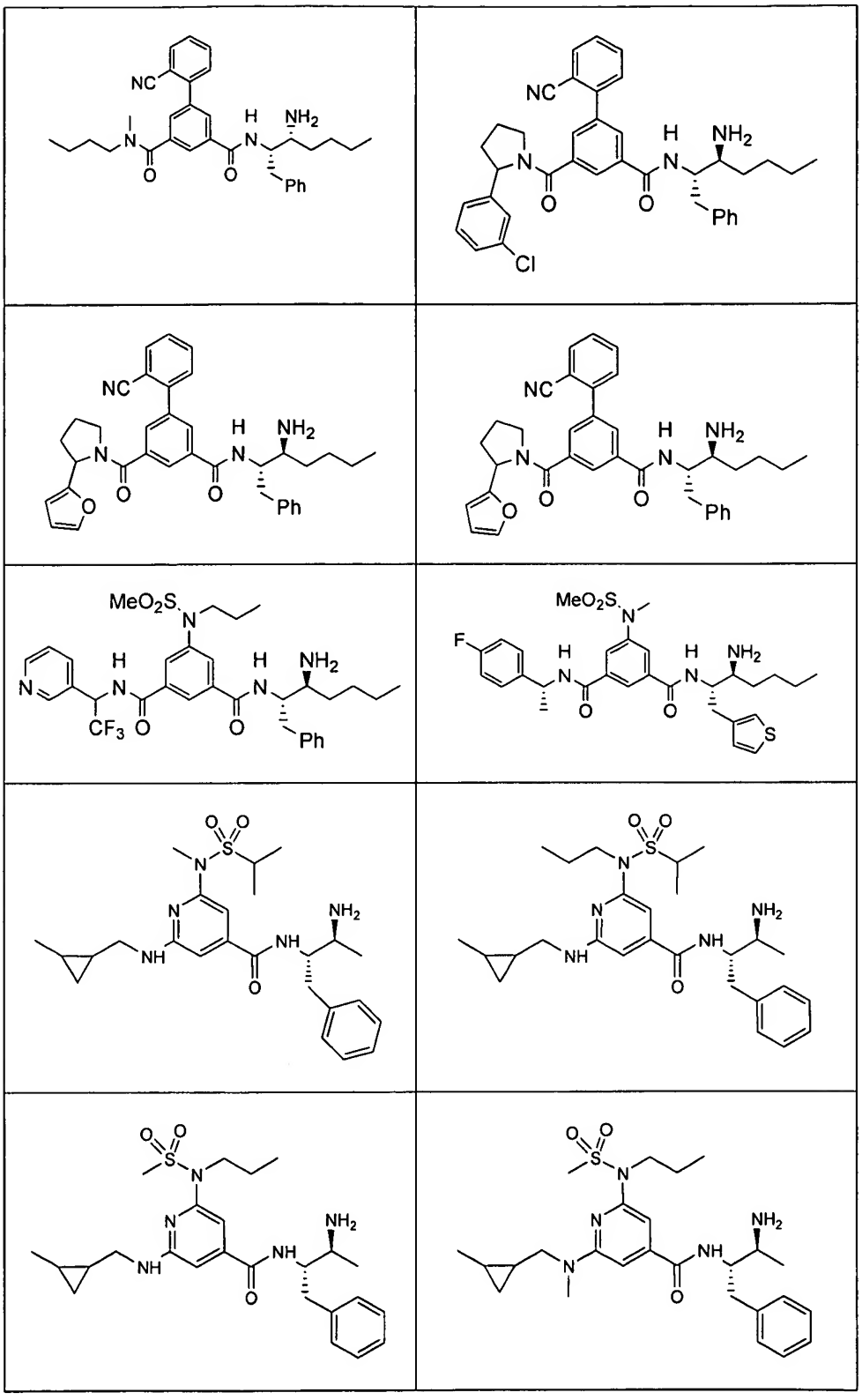
wherein R^{13} and R^{14}, together with the nitrogen atom to which they are attached, form the group

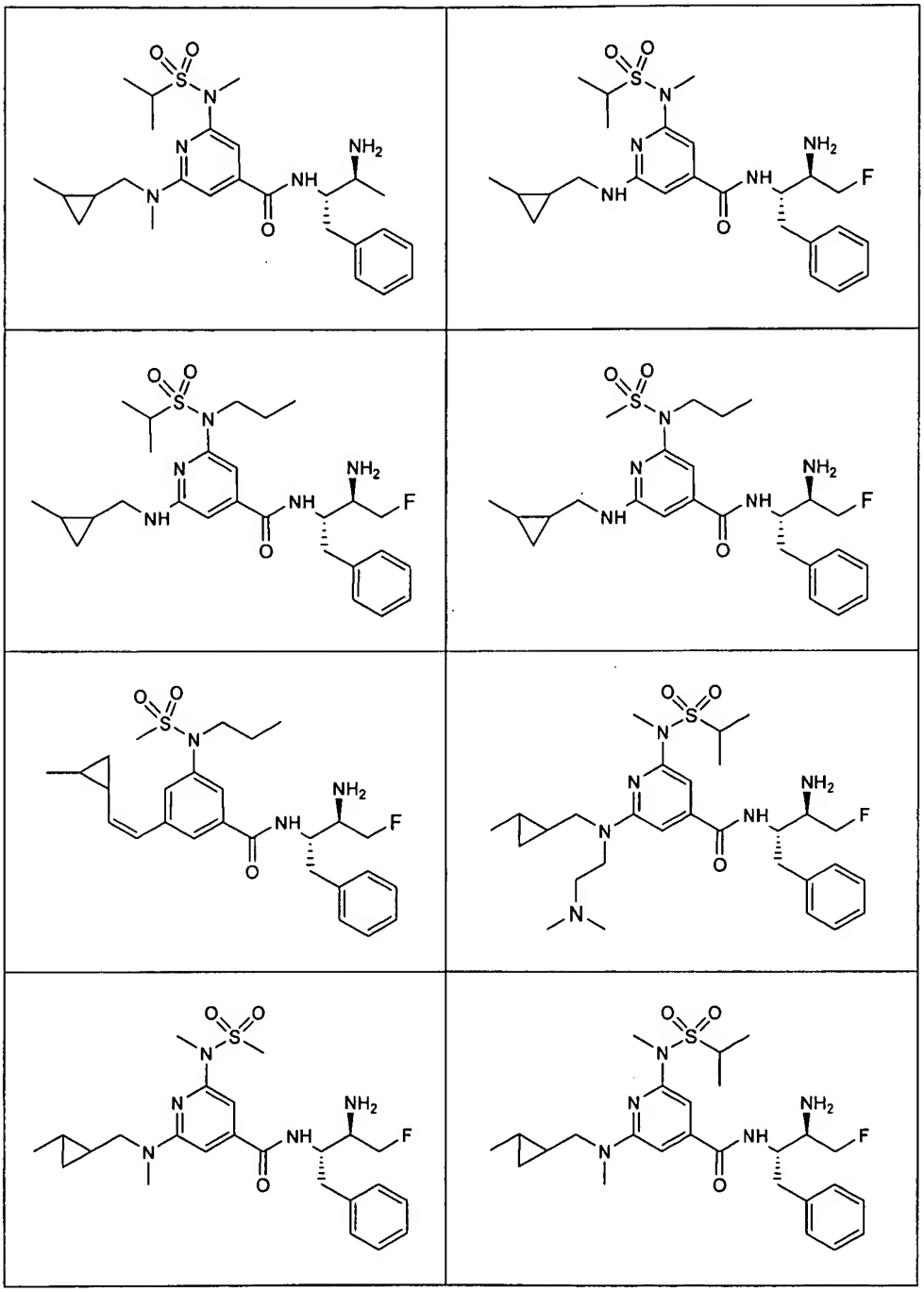


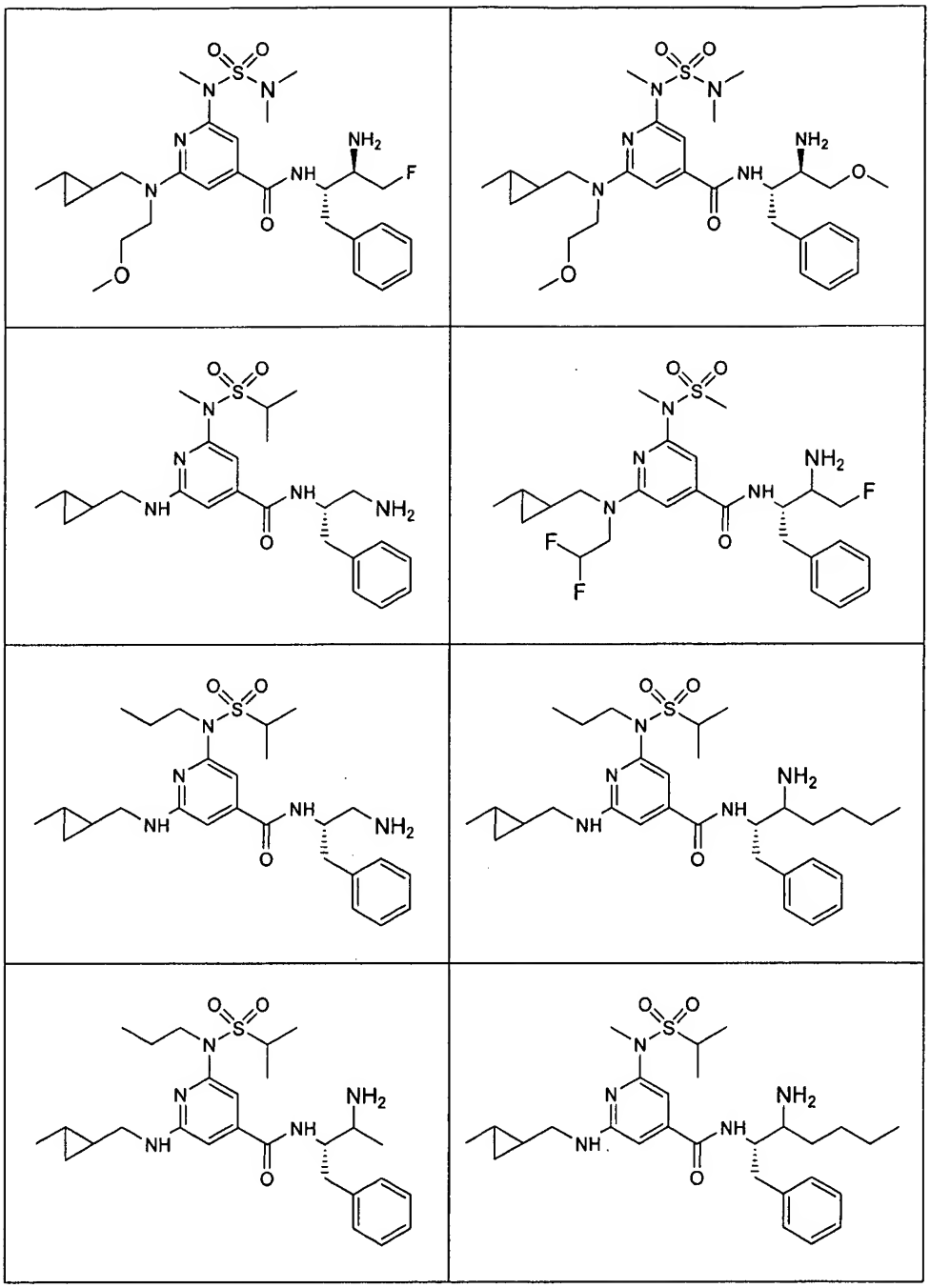
wherein u is 1 or 2, Y^8 is $-CHR^{25}-$, -O- or $-NR^{25}-$.

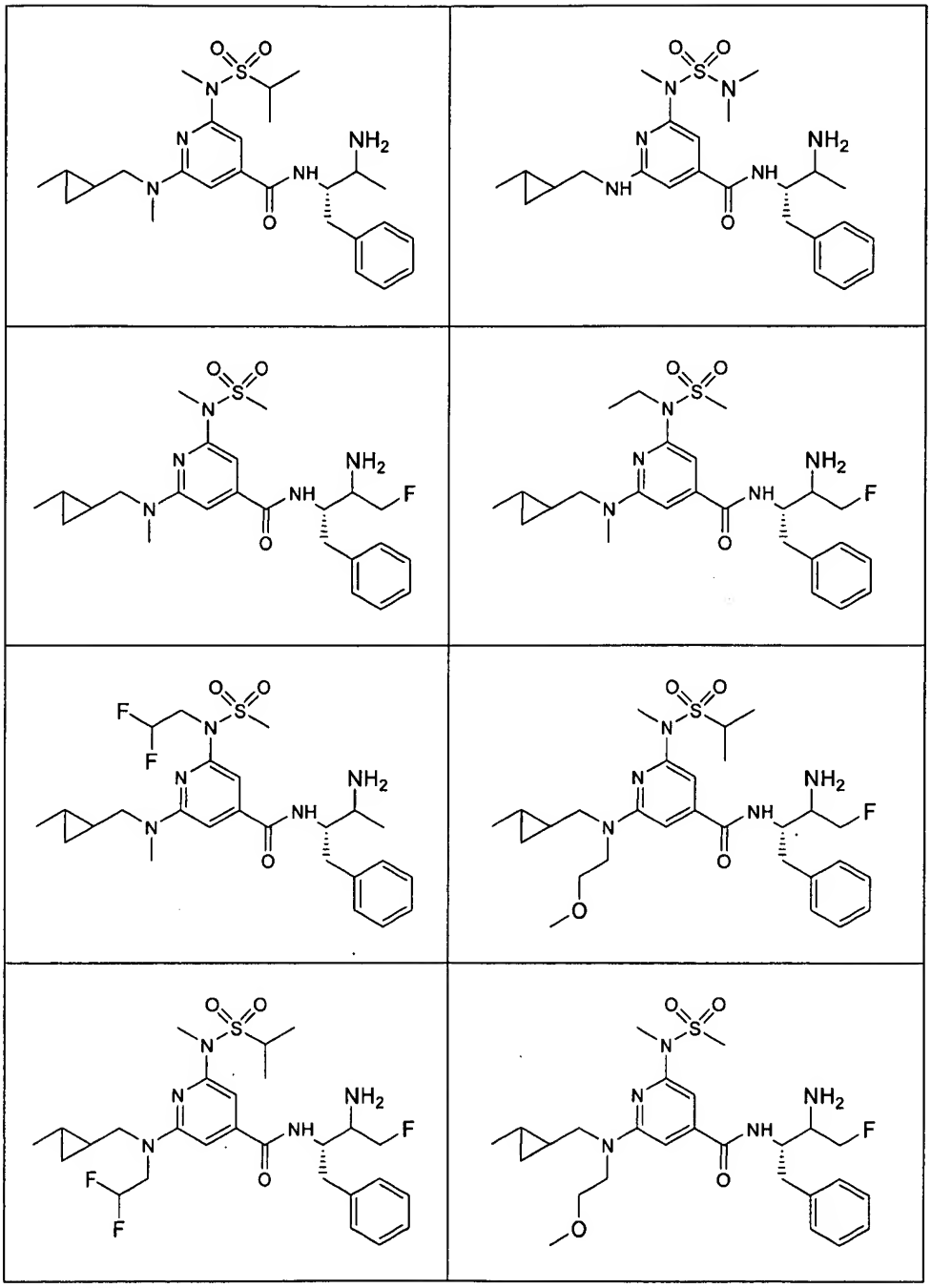
29. (New) A compound of claim 21, which is selected from the group consisting of

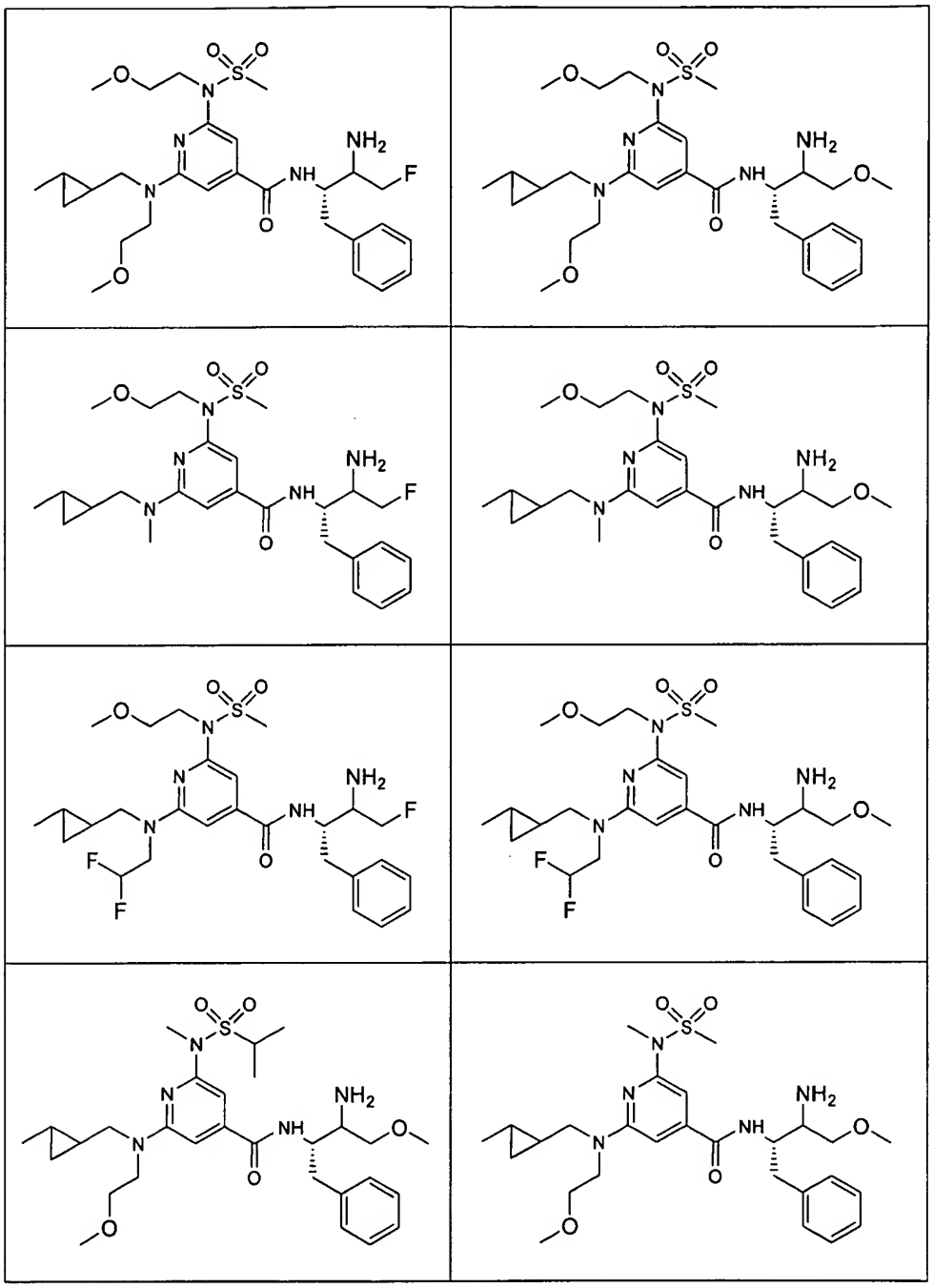


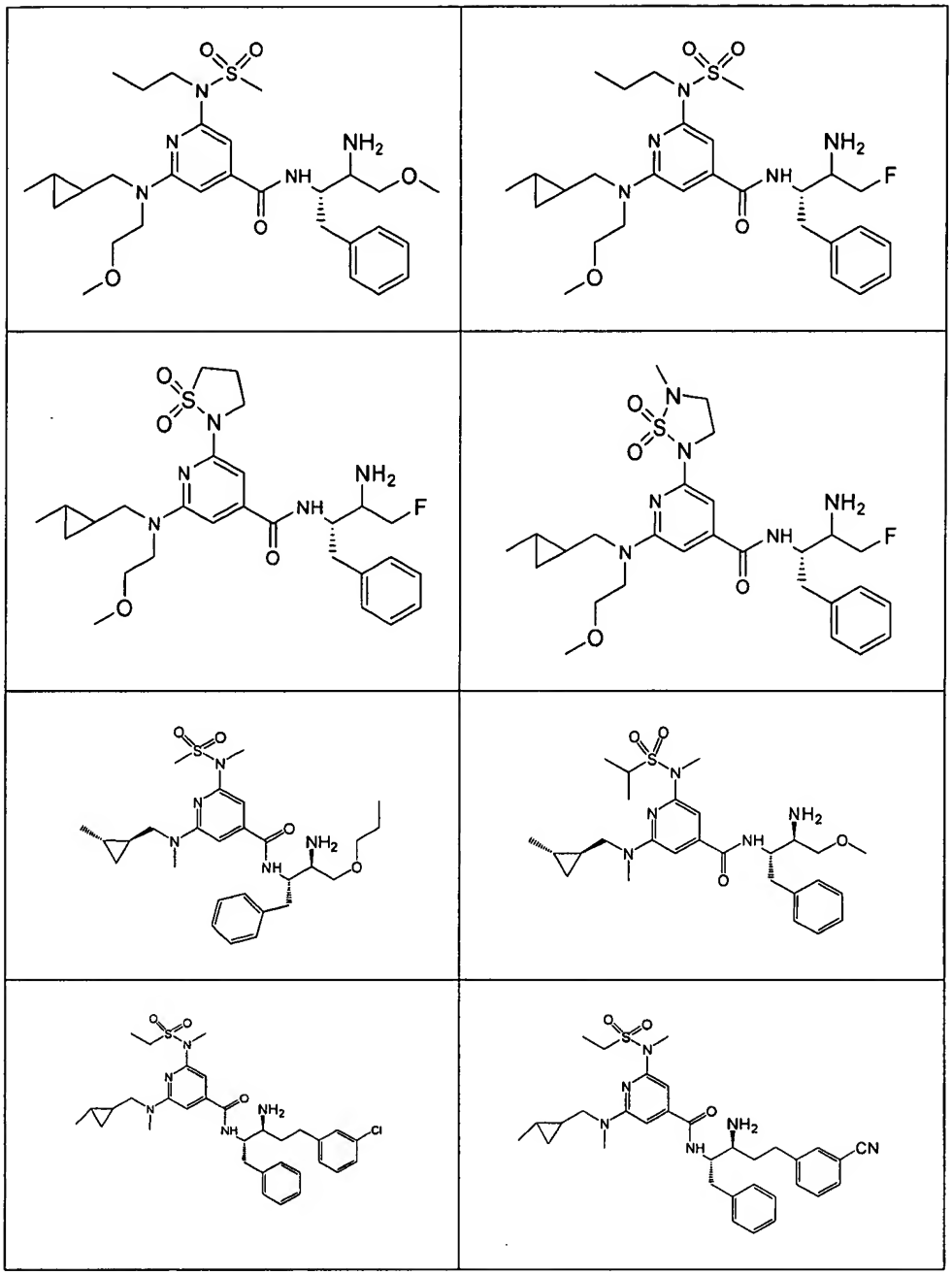


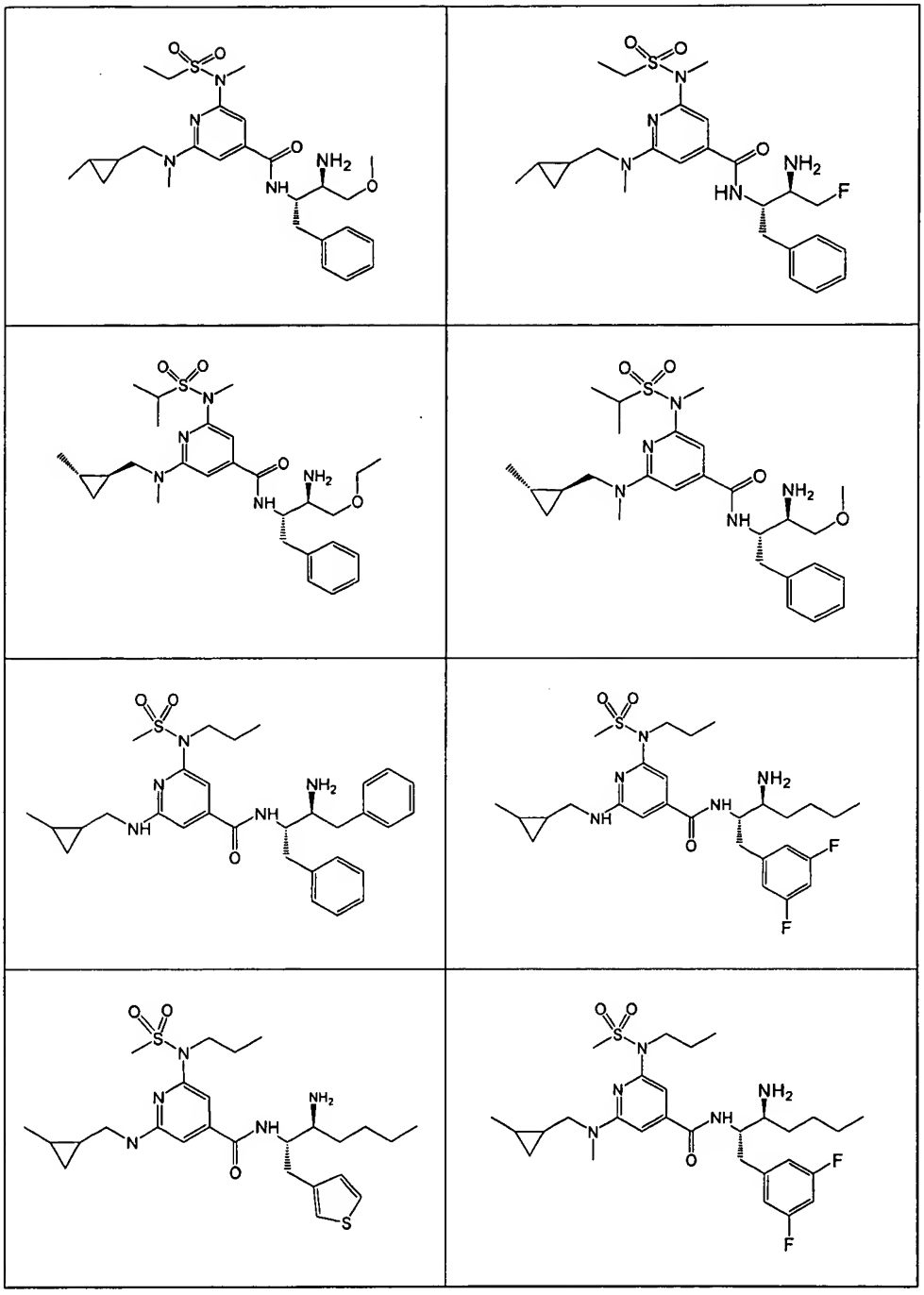


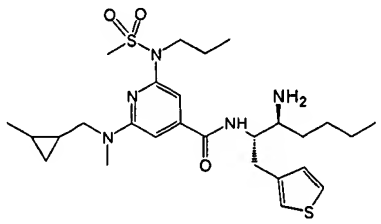
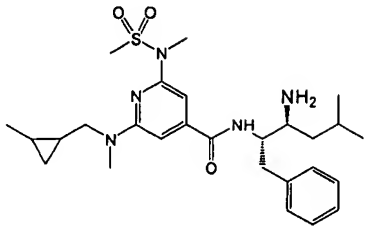
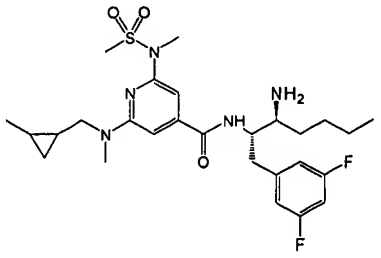
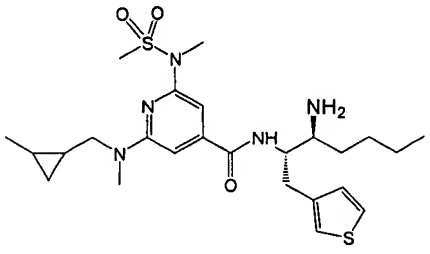
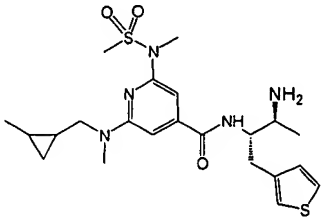
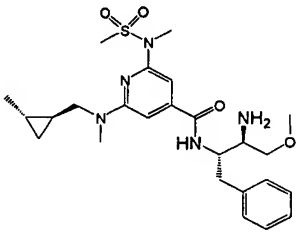
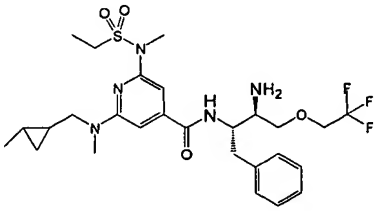
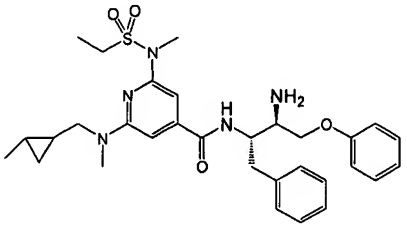
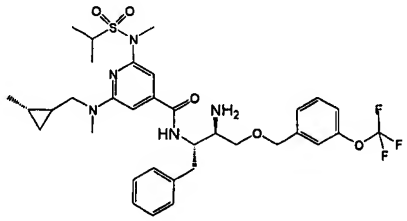
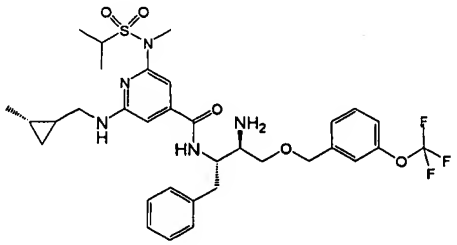


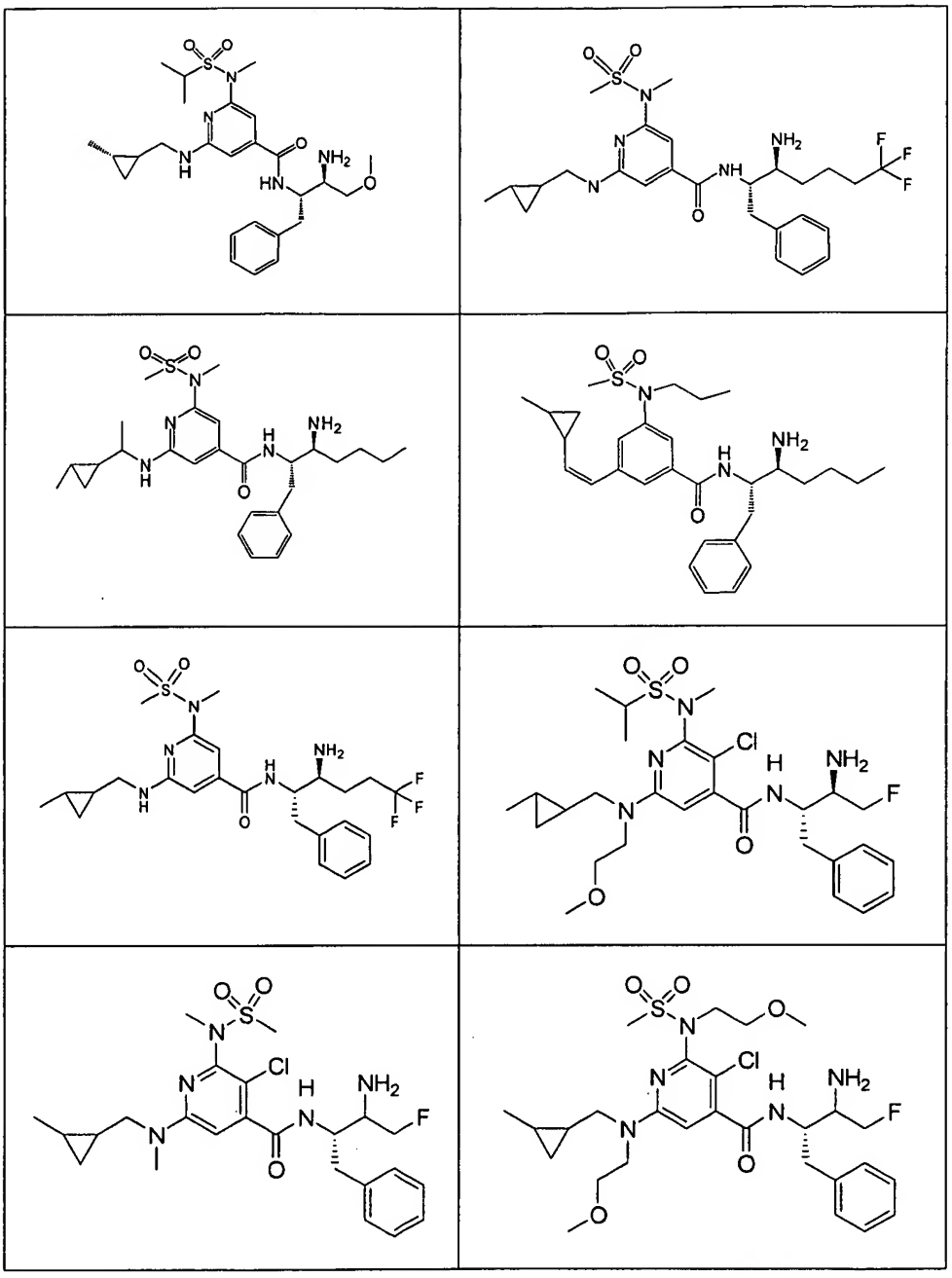


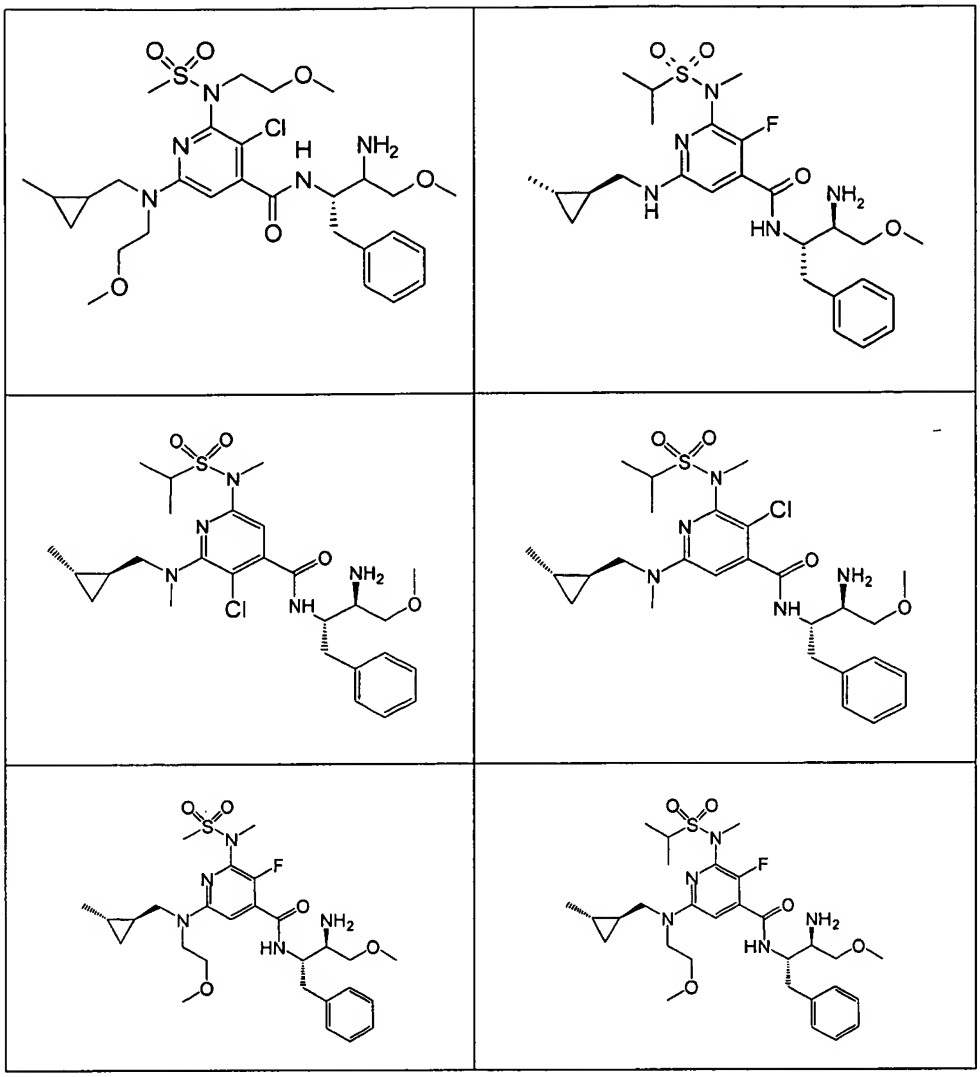










or a pharmaceutically acceptable salt thereof.

30. (New) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 21, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.